

THE LAST WILL AND TESTAMENT

FILED
THIS DATE

OF

APR 05 2002

#2002-233

JOHN SHELBY DENDY

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

WHEREAS, I, JOHN SHELBY DENDY, being an adult resident citizen of Madison County, currently residing at 3441 Highway 17, Pickens, Mississippi 39146, and having but two children, namely Cole Brocton Dendy and Shelby Dale Dendy Wright, and being of sound and disposing mind and of testamentary capacity, and not contemplating suicide, do hereby make and publish and declare this as my Last Will and Testament, hereby revoking any and all Wills and Codicils which may have heretofore been made by me.

I.

I hereby direct that all expenses of my funeral and grave marker be paid by my Executor/trix as soon after my death as is convenient. I hereby direct that all my just debts for which timely and proper claims against my Estate which are timely probated and registered by the Clerk and allowed by the Court, be paid. Provided however, that this direction shall not authorize the payment of any debts or obligations prior to their maturity in due course nor does this direction authorize the payment of any debt or obligation which has been barred by the Statute of Limitations or discharged in bankruptcy proceedings.

II.

I hereby appoint my children, Cole Brocton Dendy and Shelby Dale Dendy Wright as co-Executors of my Estate. I direct that no bonds, nor accountings shall be required of any Executor/trix named herein in any proceedings connected with my Estate or the probate thereof.

I hereby waive any requirement for inventory and appraisal of my Estate.

III

In the event that either child, is unwilling or unable to serve as Executot/trix of my Estate, then I nominate and appoint the other child who is willing to serve as Substitute Executor of my Estate. I direct that no bonds, nor accountings be required of the Substitute Executor of my Estate.

I hereby waive any requirement for inventory and appraisal of my Estate.

IV.

I hereby devise and bequeath what money I have left to my son Cole Brocton Dendy and and my daughter Shelby Dale Dendy Wright equally.

V.

I hereby devise and bequeath unto my son, Cole Brocton Dendy, my house and all my real property, wherever situated.

VI.

The contents of my house, including all furniture, I give unto Cole Dendy and Shelby Dale Wright equally or as they see fit.

VII

I desire that Cole Dendy give Shelby Dale Wright twenty-five percent of the money from any timber sales from the property devised to him and twenty-five percent of any future income from said property. If Shelby Dale Wright dies her share is to go to Abigail, her daughter.

VIII.

It is my desire that Cole Dendy keep the land for Philip Hester and his hunting camp club members to hunt on, except that if Shelby Dale Wright wants to return I want Cole to give her five acres to place a home on the land.

The rest, residue and remainder of my Estate, whether real, personal or mixed and wherever situated, I hereby devise and bequeath unto Cole Brocton Dendy and Shelby Dale Dendy Wright equally, including expectancies, known or unknown, now or hereafter coming into existence.

IX.

I direct that all estate inheritance, legacies, successions, or other death taxes of any nature which may be assessed, or levied by the United States of America or the State of my domicile or by any other jurisdiction, upon or with respect to property passing by the provisions of this Will but upon which property such taxes are assessed or imposed, including all such taxes imposed upon the proceeds of any and all policies of insurance upon my life paid out of my residuaries, unless my residual estate is insufficient to pay those taxes in full, no claim shall be made by my Executor/Executrix for contribution toward the payment of such taxes against any beneficiary under this Will, other than

APR 05 2002

ATTESTATION CLAUSE

MIKE CROOK
CHANCERY CLERK
By: [Signature] C.C.

We, each of the subscribing witnesses to the Last Will and Testament of John Shelby Dendy, do hereby certify that said instrument was signed by the said John Shelby Dendy, in our presence and in the presence of each of us and that John Shelby Dendy declared the same to be his Last Will and Testament in the presence of each of us and that we each signed as subscribing witnesses to said Last Will and Testament at the request of John Shelby Dendy, in his presence and in the presence of each other.

WITNESSES:

Ina Boyette
NAME

Gordin M. Lehner
NAME

P.O. Box 156
ADDRESS

1257 Rocky Hill Rd
ADDRESS

Dodman, MO 39079

Pickens, MS. 39146

STATE OF MISSISSIPPI

COUNTY OF Holmes

AFFIDAVIT OF PROOF OF WILL

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Ina Boyette and Gordin M. Lehner who being by me first placed on oath depose and say:

Affiants have this day examined an instrument of writing dated the 8 day of February, 2002, purporting to be the Last Will and Testament of John Shelby

residual beneficiaries, or against any person who by reason of death receives property outside this Will or any person who receives the proceeds of life insurance contracts.

IN WITNESS WHEREOF, I SIGN, SEAL AND DELIVER THIS MY LAST WILL AND TESTAMENT BEFORE THE WITNESSES HERE AT MY REQUEST, THIS THE 8 DAY OF February, 2002.

John Shelby Dandy

WITNESSES:

Shirley J. J. J.
Tina Boyette
Lordin M. Lehner

Dendy, and attested by Affiants as subscribing witnesses, which instrument of writing has this day been exhibited to Affiants;

On the date of said instrument of writing, at the request of the said John Shelby Dendy, who, in the presence of the Affiants signed, published and declared said instrument of writing as his true Last Will and Testament, Affiants at the request of the said John Shelby Dendy, and in his presence and in the presence of each other, affixed their signatures to said instrument of writing as subscribing witnesses;

On the date of said instrument of writing the said John Shelby Dendy was above the age of eighteen (18) years and possessed of sound and disposing mind, memory and understanding. Affiants are over the age of eighteen, not the convict of a felony, and are not beneficiaries under the said Last Will and Testament of John Shelby Dendy

Shirley Joke, Notary
Jina Boyzette
Gordin M. Lehner

SWORN TO AND SUBSCRIBED before me by Jina Boyzette and Gordin Lehner on this the 8 day of February, 2002

7/29/2006
My Commission Expires

Shirley Joke
Notary Public

Page 6 of 6 Pages

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of April, 2002, at 9:30 o'clock A M, and was duly recorded on the 5th day of April, 2002, Book No 34, Page 599

MIKE CROOK, CHANCERY CLERK

BY: *Karen Supp* D.C.



STATE OF MISSISSIPPI
COUNTY OF MADISON

FILED
THIS DATE

APR 05 2002

LAST WILL AND TESTAMENT OF OTWAY B. NOBLE

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

I, OTWAY B. NOBLE, an adult resident citizen of Canton, Madison County, Mississippi, and being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, expressly revoking any and all other wills and codicils thereto heretofore made by me.

ITEM ONE: I give, devise and bequeath unto my beloved wife, CAROLYN T. NOBLE, all of my property, real and personal and wherever situated.

ITEM TWO: I give, devise and bequeath all the rest and residue of my property, whether real, personal or mixed and wheresoever the same may be situated or located to my Wife, CAROLYN T. NOBLE.

ITEM THREE: In the event that any person or persons contest any part or all of this Will or contests any provision or provisions of this Will, I then direct that the contestant or contestants take or receive nothing through this Will nor shall they receive nor take anything from my Estate.

ITEM FOUR: In the event that my wife and I should die in a common disaster or under any circumstances where it is impossible to determine which of us died first, then I do hereby direct that she shall be presumed to have predeceased me that my Will and my Estate be administered under such presumption.

ITEM FIVE: I do hereby designate and appoint my Wife, CAROLYN T. NOBLE, as Executrix of this my Last Will and Testament, to serve without the necessity of bond, inventory, appraisal or accounting to any Court.

In the event the above named Executrix fails or refuses for any cause or reason, to act as Executrix of my Estate then ROSE MARY NOBLE BASSETT is hereby appointed Successor Executrix to serve without the necessity of bond, inventory, appraisal or accounting to any Court.

IN WITNESS WHEREOF, I do hereby make, publish and declare this

to be my Will, this the 19 day of January, 1996.

OTWAY B. NOBLE
OTWAY B. NOBLE

The foregoing instrument was on the day and year hereof signed, sealed, published and declared by OTWAY B. NOBLE, the Testator, to be his Last Will and Testament, in our presence, and we, at his request and in his presence and in the presence of each other, have hereunto subscribed our names as witnesses, this the 18th day of January, 1996.

Te Helms
W.S. Cain

noble.Jwill
010/011796

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of April, 2002, at _____ o'clock P. M., and was duly recorded on the 5th day of April, 2002. Book No. 314, Page 605
MIKE CROOK, CHANCERY CLERK BY: Narene Supp D.C



ESTATE OF OTWAY B NOBLE,
DECEASED

NO. 2002-262

FILED

THIS DATE
1:00 P.M.
APR 05 2002

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF MADISON

By Mike Crook CHANCERY CLERK
D.C.

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named TE HELMS SUTHERLAND, who being by me first duly sworn according to law, says on oath:

1. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of OTWAY B. NOBLE, deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated January 18, 1996
2. That on January 18, 1996, the said OTWAY B NOBLE signed, published and declared said instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of W. S CAIN, the other subscribing witness to said instrument.
3. That the said OTWAY B. NOBLE was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years
4. That this affiant, together with W S. CAIN, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said OTWAY B. NOBLE, and in the presence of each other.

Te Helms Sutherland
TE HELMS SUTHERLAND

SWORN TO AND SUBSCRIBED BEFORE ME, this the 25th day of
March, 2002.

Mr. [Signature]
NOTARY PUBLIC

My commission expires:

June 23, 2005

E E. LAIRD, MSB #1773
200 WASHINGTON AVE #22
P. O. BOX 1376
OXFORD, MS 38655
662/232-1954

EXHIBIT "B"

To whom it may concern

I, Mrs R.L. Crocker wish to state that it is my will that the property of the estate of R.L. + Mrs R.L. Crocker at my death be divided equally between the following

FILED
THIS DATE

APR 05 2002

MIKE CROOK
CHANCERY CLERK
By: Stanley H. Crook D.C.

- Mrs W.H. (Charlotte) Brown
- Mrs E.M. (Betty) Abbs
- Mr Bulow Crocker
- Mrs George M (Isleuda) Thomas

Witnessed by

Signed, Mrs R.L. Crocker
Adel Walker
Notary Public
My Commission exp. Mar. 27, 1977

Witnesses:
Signed - Mrs. Lany C. Col - Gunnison, Ms
Witness: Ruth W. Bolo - Gunnison, Ms.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of April 2002, at 1:30 o'clock P M, and was duly recorded on the APR 5 2002, Book No. 34, Page 608.

MIKE CROOK, CHANCERY CLERK

BY: Stanley H. Crook D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATEIN THE MATTER OF THE ESTATE OF
GRACE TRUMAN SMITH CROCKER, DECEASEDAPR. 05 2302 CIVIL ACTION FILE
NO. 2002-259MIKE CROOK
CHANCERY CLERK
By. [Signature] D.C.PROOF OF WILLSTATE OF MISSISSIPPI
COUNTY OF Bolivar

Personally appeared before me, the undersigned authority in and for said county and state, RUTH W. BOBO, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of GRACE TRUMAN SMITH CROCKER, deceased, and who, being by me first duly sworn, deposed and said that the said GRACE TRUMAN SMITH CROCKER signed, published and declared said instrument as her Last Will and Testament on February 1, 1974, the date of said instrument, in the presence of this deponent, and that the said Testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and had her usual place of residence in Gunnison, Mississippi; and the said RUTH W. BOBO subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testatrix, in the presence of the said GRACE TRUMAN SMITH CROCKER and in the presence of Mrs. Larry C. Cole, the other subscribing witness, on the day and year of the date of said instrument.

And Affiant affirmed under oath that she is in no wise interested in the estate of the Testatrix.

And Affiant further affirmed that she is familiar with the handwriting of Grace Truman Smith Crocker, the Testatrix, and having examined the Last Will and Testament attached as Exhibit "A" to the Petition for Appointment of Executor filed in this matter, does hereby attest that such handwriting and signatures are genuine and were made and written by Grace Truman Smith Crocker.

Ruth W. Bobo
RUTH W. BOBO

SWORN TO AND SUBSCRIBED before me, this the 4th day of February, 2002.

Cheryl Starling
NOTARY PUBLIC



\\Ralleg\My Documents\From DUSSE\Est of Grace Crocker\Crocker Est Proof of Will- Bobo.doc

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of April, 2002, at 1:30 o'clock P M., and was duly recorded on the APR 15 2002, Book No. 34, Page 609.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] P.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE

IN THE MATTER OF THE ESTATE OF
GRACE TRUMAN SMITH CROCKER, DECEASED

APR 05 2008 CIVIL ACTION FILE
NO. 2002-259

MIKE CROOK
CHANCERY CLERK
By: [Signature] D.C.

PROOF OF WILL

STATE OF ~~ARKANSAS~~ ^{TEXAS}
COUNTY OF ~~WELLS~~ ^{HAYES}

Personally appeared before me, the undersigned authority in and for said county and state, DEANIE LADYMAN, BEING ONE AND THE SAME PERSON AS, MRS. LARRY C. COLE, subscribing witness to a certain instrument of writing purporting to be the Last Will and Testament of GRACE TRUMAN SMITH CROCKER, deceased, and who, being by me first duly sworn, deposed and said that the said GRACE TRUMAN SMITH CROCKER signed, published and declared said instrument as her Last Will and Testament on February 1, 1974, the date of said instrument, in the presence of this deponent, and that the said Testatrix was then of sound and disposing mind and memory, more than twenty-one years of age, and had her usual place of residence in Madison, Madison County, Mississippi; and the said DEANIE LADYMAN, BEING ONE AND THE SAME PERSON AS, MRS. LARRY C. COLE subscribed and attested said instrument, as witness to the signature and publication thereof, at the special instance of the said testatrix, in the presence of the said GRACE TRUMAN SMITH CROCKER and in the presence of Ruth W. Bobo, the other subscribing witness, on the day and year of the date of said instrument.

And Affiant affirmed under oath that she is in no wise interested in the estate of the Testatrix.

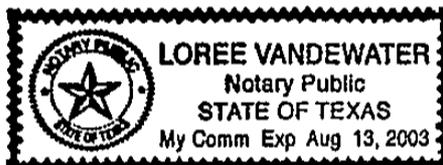
And Affiant further affirmed that she is familiar with the handwriting of Grace Truman Smith Crocker, the Testatrix, and having examined the Last Will and Testament attached as Exhibit "A" to the Petition for Appointment of Executor filed in this matter, does hereby attest that such handwriting and signatures are genuine and were made and written by Grace Truman Smith Crocker

Deanie Ladyman
DEANIE LADYMAN, BEING ONE AND THE SAME PERSON AS, MRS. LARRY C. COLE

SWORN TO AND SUBSCRIBED before me, this the 14 day of Feb, 2001.

Loree Vandewater
NOTARY PUBLIC

My Commission Expires:
Aug 13 2003



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 5th day of April, 2002, at 1:30 o'clock P M., and was duly recorded on the 1 APR 15 2002, Book No 34, Page 611

MIKE CROOK, CHANCERY CLERK

BY: Stacey Hill D.C.



BOOK 0034 PAGE 613

FILED
THIS DATE

APR 08 2002

STATE OF MISSISSIPPI
COUNTY OF MADISON

2002-273

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

LAST WILL AND TESTAMENT OF JUANITA STRATTON GLAZE

I, JUANITA STRATTON GLAZE, being over the age of twenty-one (21) years and of sound and disposing mind and memory, and a resident citizen of Madison County, Mississippi, do hereby make, publish and declare this to be my Last Will and Testament, expressly revoking all other wills and codicils thereto heretofore made by me.

ITEM ONE: I give, devise, and bequeath all of my properties, real, personal and mixed of every nature and kind, and wherever the same may be situated, of which I may die seized and possessed, to my Husband, WILBURN PERCY GLAZE.

ITEM TWO: In the event that my Husband and I die simultaneously or under circumstances that it is impossible to ascertain which of us died first, then it shall be presumed that I died first and that my Husband survived me and my will shall be construed on that premises.

ITEM THREE: In the event that my Husband, Wilburn Percy Glaze, predeceases me, I give, devise and bequeath all the rest, residue and remainder of my properties, real, personal and mixed to my children, Richard Stratton Glaze, Stephen Jordan Glaze, Evelyn Adair Glaze Hammerlund, and Sarah Kathryn Glaze Rudd, in equal shares, share and share alike.

13

ITEM FOUR: In ^{BOOK 0084 PAGE 614} event one or more of my children predeceases me, I give, devise, and bequeath that child's share to his or her children, then living, in trust as herein described.

ITEM FIVE: TRUSTEE: Should one or more of my children predecease me, the surviving spouse of that child shall be the Trustee of the trust for the children of that deceased child. Further, to the extent that such may be lawfully waived, I waive for the Trustee herein all requirements of accounting, appraisal, inventory, and bond, which may otherwise be required of a Trustee.

ITEM SIX: POWERS: I direct that the Trustee receive all that child's share of my property, whether real, personal, or mixed, of whatever description and wherever it may be located, and hold the same in trust for the said grandchildren or for the survivor of them and to care for said property as fully, completely and responsibly as is possible. Further, as each child reaches the age of majority or is otherwise emancipated by a court of competent jurisdiction, I direct that my Trustee divide the Trust property equally and deliver it up share for share to the child reaching majority or becoming emancipated, and to continue the trust as to the child not yet reaching majority or emancipation until he is of age or emancipated, and then to deliver the remaining share to him. Should only one of said grandchildren survive to majority or emancipation, I direct that the whole of my estate left to said grandchildren be delivered to him upon reaching the age of majority or emancipation. I further direct that my Trustee have and be empowered to exercise all the powers enumerated to trustees by the

Uniform Trustees Powers Act, codified in Mississippi as Section 91-1-101, and following statutes, in the Mississippi Code Annotated of 1972, which Act was adopted June 30, 1966, as Chapter 372 of the Laws of 1966. My Trustee or his successor is further empowered to expend from the corpus or income of this trust any sums deemed by him to be reasonable for the care, maintenance, or tuition of the Beneficiaries herein, or to give to them sums of money which he deems necessary for their care, support, and maintenance without having to account to any court therefor or to account to the other therefor upon distribution. Finally, I direct that this be deemed and constituted a spendthrift trust and that neither beneficiary may do or make any act or omission acting to transfer any interest which any beneficiary may have in this trust and estate, whether said interest be legal or equitable, but that upon distribution of the Trust Estate, that each beneficiary should receive absolute fee title to any assets distributed to him by my Trustee herein, unaffected by any act or omission made by the beneficiary.

ITEM SEVEN: I hereby name, constitute, and designate my son, RICHARD STRATTON GLAZE, as Executor of this my Last Will and Testament. I hereby direct that the Executor of this my Last Will and Testament not be required to give bond, make inventory, appraisement, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executor the requirements of bond, inventory, appraisal, and accounting.

SIGNED, PUBLISHED, AND DECLARED by me as my Last Will and Testament on this the 13th day of February, 1995, in the

presence of these witnesses who attest to the same, as witnesses hereto at my request, in my presence, and in the presence of each other.

Juanita Stratton Glaze
JUANITA STRATTON GLAZE

WITNESSES:

Jessie Phillips

Bentley E. Conner

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within Instrument was filed for record in my office this 18th day of April, 2002, at 9:00 o'clock A M., and was duly recorded on the 15th day of April, 2002, Book No 34 Page 613.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



**CODICIL TO THE
LAST WILL AND TESTAMENT
OF
JUANITA S. GLAZE**

I, Juanita S. Glaze, of Madison, Mississippi, declare this to be the first Codicil to my Last Will and Testament which was executed by me on February 13, 1995.

I delete from such Will Item Seven in its entirety I substitute the following in its place: ITEM SEVEN. I hereby name, constitute, and designate my son, RICHARD STRATTON GLAZE, and my daughter, SARAH KATHRYN GLAZE RUDD, as joint Executors of this my Last Will and Testament I hereby direct that the Executors of this my Last Will and Testament not be required to give bond, make inventory, appraisement, or accounting, and to the extent such requirements may be waived, I hereby waive for my Executors the requirements of bond, inventory, appraisal, and accounting

Except as expressly modified or changed by this Codicil, I approve, ratify and affirm my Will dated February 13, 1995.

I subscribe this my Codicil to Will on this 20th day of November, 2000

Signature: Juanita S. Glaze
Juanita S Glaze

We, the undersigned, hereby certify that the above instrument, which consists of 2 pages, including the page(s) which contain the witness signatures, was signed in our sight and presence by Juanita S. Glaze (the "Testator"), who declared this instrument to be the first Codicil to his/her Last Will and Testament and we, at the Testator's request and in the Testator's sight and presence, and in the sight and presence of each other, do hereby subscribe our names as witnesses on the date shown above

Witness Signature: Tamara Mitchell
Name Tamara Mitchell
City Madison
State MS

Witness Signature

Shalethia Jackson

Name

Shalethia Jackson

City

Madison

State

MS

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of April, 2002, at 9:00 o'clock A.-M., and was duly recorded on the 15th day of April, 2002, Book No. 34, Page 617.

MIKE CROOK, CHANCERY CLERK

BY: *Mike Crook* D.C.



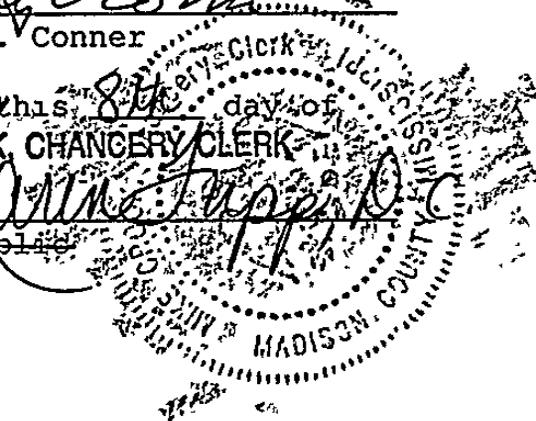
PROOF OF WILL

STATE OF Mississippi
COUNTY OF Madison

PERSONALLY APPEARED before me, the undersigned authority in and for said county and state, Bentley E. Conner, one of the subscribing witnesses to a certain instrument of writing, a copy of which is attached hereto, purporting to be the Last Will and Testament of Juanita Stratton Glaze, who, being duly sworn, deposed and said that Juanita Stratton Glaze signed, published and declared said instrument as his Last Will and Testament on February 13, 1995, in the presence of this deponent, and in the presence of Leslie Phillips, the other subscribing witness, and that Juanita Stratton Glaze was then of sound and disposing mind and memory, and more than twenty-one years of age, and this deponent and Leslie Phillips subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance of Juanita Stratton Glaze, and in the presence of Juanita Stratton Glaze and in the presence of each other, on the day and year of the date of said instrument.

Bentley E. Conner
Bentley E. Conner

SWORN TO AND SUBSCRIBED before me this 8th day of April, 2002.

MIKE CROOK, CHANCERY CLERK
By: [Signature]
Notary Public


My Commission Expires: 1-1-04

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 8th day of April, 2002, at 9:00 o'clock AM, and was duly recorded on the 15th of April, 2002, Book No. 34, Page 619.

MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



THIS DATE
9:05 A.M.
APR 12 2002

LAST WILL AND TESTAMENT

OF

LAWRENCE M. DE WALL

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* DC.

#2002-276

I, LAWRENCE M. DE WALL, an adult resident citizen of Madison County, Mississippi, being above the age of eighteen years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking any previous Wills and/or Codicils heretofore made by me.

ITEM I.

I appoint my wife, DIANE L. DIXON, Executrix of this my Last Will and Testament and if she be unable or unwilling to so serve, then I appoint my daughter LORI M. FERGUSON, as Executrix, and in either event I waive all bond, inventory, appraisal and accounting, insofar as I am legally entitled to waive same.

ITEM II

I hereby direct my Executrix to pay my funeral expenses and all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ITEM III

As stated, my wife is DIANE L. DIXON, and all references in this Will to "my wife" or "said wife" shall be deemed to refer to her. At the present time I have two children, LORI M. FERGUSON and JEFFREY J. DE WALL. All references in this Will to "my children" or "said children" shall be deemed to refer to the above mentioned children and any other children born or adopted of my marriage with my said wife, DIANE L. DIXON.

ITEM IV.

I give, devise and bequeath all of the rest and remainder of my property, of whatsoever kind or character and wheresoever situated to my wife, DIANE L. DIXON.

ITEM V

In the event my said wife, DIANE L. DIXON, does not survive me, then I give, devise and bequeath one-half (1/2) of all of the rest and remainder of my property, of whatsoever kind or character and wheresoever situated, to my said children, LORI M. FERGUSON and JEFFREY J. DE WALL, share and share alike, per stirpes.

LMDW *[Signature]*

In the event my said wife, DIANE L. DIXON, does not survive me, then I give, devise and bequeath one-half (1/2) of all of the rest and remainder of my property, of whatsoever kind or character and wheresoever situated, to my wife's mother, BARBARA DIXON and my wife's brother, ROBERT DIXON, share and share alike, per stirpes

IN WITNESS WHEREOF, I have hereunto subscribed my name to this my Last Will and Testament on this the 6th day of October, 1999.

[Signature]
LAWRENCE M. DE WALL

This instrument was, on the day and year shown above, signed, published and declared by LAWRENCE M. DE WALL, to be his Last Will and Testament in our presence and we, at his request, have subscribed our names hereto as witnesses in his presence, and in the presence of each other.

WITNESS: [Signature]
Address P.O. Box 1287
Madison, MS 39130

WITNESS: [Signature]
Address 1213 Springwater Ranch Rd.
Brandon, MS 39042

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day of April, 2002, at 9:05 o'clock A M., and was duly recorded on the 12th day of April, 2002 Book No 34 Page 620.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE

OF

CIVIL ACTION NO. 2002-276

LAWRENCE M. DE WALL, DECEASED

FILED
THIS DATE

APR 12 2002

AFFIDAVIT

STATE OF MISSISSIPPI

COUNTY OF MADISON

By: MIKE CROOK
CHANCERY CLERK
Mississippi, DC.

This date personally appeared before me, the undersigned authority at law in and for the state and county aforesaid, the within named THOMAS M. MILAM, ESQ., P. O. Box 1247, Madison, Mississippi 39130, who being by me first duly sworn according to law, says on oath.

(1) That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of Lawrence M. De Wall, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 6th day of October, 1999, a true and correct copy of which is attached hereto as an Exhibit.

(2) That on the 6th day of October, 1999, said Lawrence M. De Wall signed, published and declared the instrument of writing as his Last Will and Testament, in the presence of this affiant and in the presence of Jaynie E. Maxey, the other subscribing witness to the instrument.

(3) That Lawrence M. De Wall was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

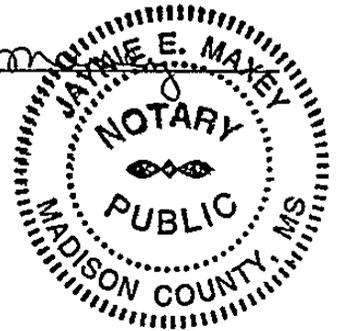
(4) That this affiant, together with Jaynie E. Maxey subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said Lawrence M. De Wall, and in the presence of each other.

Thomas M. Milam

THOMAS M. MILAM

SWORN TO AND SUBSCRIBED before me, as of the 10th day of April, 2002.

Jaynie E. Maxey
Notary Public



My Commission Expires:

3/23/2003

OF COUNSEL:

Thomas M. Milam, Esq.
Post Office Box 1247
Madison, Mississippi 39130-1247
Telephone No. (601) 853-1268
Mississippi Bar No. 3264

DeWall, Lawrence\Affidavit.001

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day of April, 2002, at 9:05 o'clock A. M., and was duly recorded on the 12th day of April, 2002, Book No. 34, Page 622.

MIKE CROOK, CHANCERY CLERK

BY Karen Jupp D.C.



FILED
THIS DATE

APR 18 2002

MIKE CROOK
CHANCERY CLERK

Stacy R. Crook

2002-272

LAST WILL AND TESTAMENT
OF
IRMA H. WELLS

I, IRMA H. WELLS, an adult resident citizen of Madison County, State of Mississippi, being above the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Cocicls heretofore made by me.

ARTICLE I.

I direct that all of my just debts probated, registered and allowed against my estate and all expenses of my last illness, funeral and burial be paid as soon after my death as conveniently can be done. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible.

ARTICLE II.

I give, devise and bequeath unto my husband, HOWARD J. WELLS, if he survives me, all of my right, title and interest which I may have at the time of my death in and to any homestead occupied by either or both of us. If my said husband does not survive me, this devise shall lapse.

ARTICLE III.

I give, devise and bequeath unto my husband, HOWARD J. WELLS, the rest, residue and remainder of my property, real, personal and mixed, of whatsoever nature and wheresoever situated, of which I shall be seized and possessed or to which I shall in any way be entitled at the time of my death; and, if he shall not survive me or shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine with reasonable certainty who predeceased the other, then I hereby give, devise and bequeath all of my said property, including all failed and lapsed legacies and devises, to my daughter, LONETTA W. LITTLE, with the exception that

Irma H Wells 12/15/1988
IRMA H. WELLS Date

~~all of my right, title and interest in and to the business known as and to the shares of stock and property of Wells-Ideal Cleaners, Inc., a Mississippi corporation, its successors and/or assigns, I give, devise and bequeath unto my grandson, JOHN HOWARD LITTLE.~~

ARTICLE IV.

I hereby nominate, constitute and appoint my husband, HOWARD J. WELLS, as Executor of this my Last Will and Testament, and in the event he predeceases me or is otherwise incapable of exercising the duties of Executor, then and in such event, I hereby nominate, constitute and appoint my daughter, LONETTA W. LITTLE, as Executrix of this my Last Will and Testament. I direct that my Executor and alternate Executrix be allowed to serve without bond and I hereby waive the requirement of an appraisal of my estate and an accounting or inventory to the Court in which this Will is probated.

WITNESS MY SIGNATURE, this the 15TH day of December, 1988.

Irma H Wells - 12-15/1988
IRMA H. WELLS Testatrix

ATTESTATION

The above and foregoing instrument, consisting of this and one (1) preceding typewritten page, was signed, published and declared by IRMA H. WELLS, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses and do further subscribe that the said Irma H Wells is of sound and disposing mind and of right and law entitled to make said Will, this the 15TH day of December, 1988.

John E. Aldridge residing at 137 GLEN WAY DR
JACKSON, MS 39216
Lois A. Coof residing at 3000 NORTH STATE ST.
JACKSON, MS 39216

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 12th day of April, 2002, at 9:00 o'clock a.m., and was duly recorded on the APR. 12 2002, Book No 34, Page 604.

MIKE CROOK, CHANCERY CLERK

BY: Stacy H. [Signature]

CODICIL

TO

APR 12 2002

THE LAST WILL AND TESTAMENT

OF

IRMA H. WELLS

MIKE CROOK
CHANCERY CLERK

By: Stacy K. [Signature] DC

I, IRMA H. WELLS, an adult resident citizen of Madison County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be my first Codicil to the Last Will and Testament heretofore made by me on the 15th day of December, 1988.

ARTICLE A.

I do hereby revoke that part of paragraph "ARTICLE III." of my said Last Will and Testament dated the 15th day of December, 1988, wherein I bequeathed all of my right, title and interest in the business, shares of stock, and property of Wells Ideal Cleaners, Inc., to my grandson, John Howard Little: that such bequest is hereby revoked by deleting the following language from said paragraph beginning after the name "LONETTA W. LITTLE," to-wit:

"with the exception that all of my right, title and interest in and to the business known as and to the shares of stock and property of Wells Ideal Cleaners, Inc., a Mississippi corporation, its successors and/or assigns, I give, devise and bequeath unto my grandson, JOHN HOWARD LITTLE."

and, by placing a period (.) in lieu of the comma (,) after the name "LONETTA W. LITTLE" in said paragraph.

ARTICLE B.

Except as changed above, I republish, reaffirm and readopt my said Last Will and Testament of December 15, 1988.

WITNESS MY SIGNATURE, this the 15th day of October, 1990.

Irma H. Wells
IRMA H. WELLS-----Testatrix

The above instrument, consisting of this one typewritten page, was signed, published and declared by IRMA H. WELLS, the Testatrix, to be her Codicil to her Last Will and Testament, heretofore made, published and declared by her on December 15, 1988, in our presence, and we, at her request and in her presence and in the presence of each other have hereunto subscribed our names as witnesses and do further subscribe that the said Irma H. Wells is of sound and disposing mind and of right and law entitled to make said Codicil, this the 15th day of October, 1990.

John E. Aldridge residing at 137 Memphis Dr.
Jackson, Miss-39216

[Signature] residing at 3000 N. State St
Jackson, MS 39216

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day of April, 2002, at 9:00 o'clock a.M., and was duly recorded on the APR 12 2002, Book No. 34, Page 626

MIKE CROOK, CHANCERY CLERK

BY: Stacy K. [Signature] DC



2002-036

Last Will and Testament

FILED
THIS DATE

MAR 12 2002

OF

LESTER PERRY

MIKE CROOK
CHANCERY CLERKBy: *[Signature]* DC

I, LESTER PERRY, of Madison County, Mississippi, being over the age of twenty-one (21) years and of sound and disposing mind and memory, do make, publish and declare this to be my Last Will and Testament, hereby revoking all previous Wills and Codicils:

I.

I appoint as the Executor of my estate, my son, Lee Andrew Perry, to serve without bond and to act as his good judgment and discretion will determine; and he shall not be required to file any accounting, annual or final, to any Courts of his actions as Executor.

II.

I give, devise and bequeath to my children, E.B. Perry, Leora Perry, Alberta Perry, and Lee Andrew Perry, each a one-fifth (1/5) share in the following described real property; and to my grandchildren, Velisa Seals Kitchings, Ericka Seals, Nina Seals and Dawn Seals, all being the children of my deceased daughter, Annie Lee Perry Seals, I give each a one-fourth (1/4) share of the one-fifth (1/5) share, of the following described real property, to-wit:

W 1/2 of the NW 1/4 Section 11 Township 9 Range 4 East.

III.

I give, devise and bequeath to my son, Lee Andrew Perry, one acre of land and the home site as is situated on the following described real property:

NW 1/4 SW 1/4 and 4 1/2 acres lying south of the Canton and Carthage road in the southwest corner of the NW 1/4 of Section 15; and the E 1/2 NE 1/4 SE 1/4, or so much thereof as lies west of the public road, less and except the tract conveyed by J.D. Pace to Merrill Timber Company by deed in Book VVV at page 177 in the Chancery Clerk's office of Madison County, Mississippi, in Section 16, all of the above described land being in Township 9 North, Range 4 East, and containing in all 64 1/2 acres, more or less.

IV.

I give, devise and bequeath to my children, E.B. Perry, Leora Perry, Alberta Perry and Lee Andrew Perry, to share and share alike, each a one-fifth (1/5) share in any monies that I may have in a Certificate of Deposit Account; and to my grandchildren, Velisa Seals Kitchings, Ericka Seals, Nina Seals and Dawn Seals, all being children of my deceased daughter, Annie Lee Perry Seals, I leave to each of them to share and share alike a one-fourth (1/4) share of the remaining one-fifth (1/5) share in any monies that I may have in a Certificate of Deposit Account at the time of my death.

V.

I give, devise and bequeath to my son, E.B. Perry, at the time of my death the, 1979 Ford Pick-up truck; and to my daughter, Alberta Perry, I give, devise and bequeath the 1985 Chevrolet automobile.

VI.

I give, devise and bequeath to my son, Lee Andrew Perry, at the time of my death, my home and all of its contents except the following items: The Dinet Set I leave to my daughter, Leora Perry; the China Closet I leave to my daughter, Alberta Perry; the dinnerware I leave to both my daughters, Leora Perry and Alberta Perry to share and share alike; the automatic

shotgun I leave to my son Lee Andrew Perry; and the pump gun I leave to my son E.B. Perry.

VII.

I give, devise and bequeath to my children, E.B. Perry, Leora Perry, Alberta Perry and Lee Andrew Perry, to share and share alike, each a one-fifth (1/5) share in the following described real property; and to my grandchildren, Velisa Seals Kitchings, Ericka Seals, Nina Seals and Dawn Seal, all being children of my deceased daughter, Annie Lee Perry Seals, I leave to each of them to share and share alike a one-fourth (1/4) share of the one-fifth (1/5) share of the following described real property:

NW 1/4 SW 1/4 and 4 1/2 acres lying south of the Canton and Carthage road in the southwest corner of the NW 1/4 of Section 15; and the E 1/2 NE 1/4 SE 1/4, or so much thereof as lies west of the public road, less and except the tract conveyed by J.D. Pace to Merrill Timber Company by deed in Book VVV at page 177 in the Chancery Clerk's office of Madison County, Mississippi, in Section 16, all of the above described land being in Township 9 North, Range 4 East, and containing in all 64 1/2 acres, more or less.

VIII.

I give, devise and bequeath to my children, E.B. Perry, Leora Perry, Alberta Perry and Lee Andrew Perry, to share and share alike, each a one-fifth (1/5) share; and to my grandchildren, Velisa Seals Kitchings, Ericka Seals, Nina Seals and Dawn Seals, all being the children of my deceased daughter, Annie Lee Perry Seals, to share and share alike, each a one-fourth (1/4) share of the one-fifth (1/5) share, at the time of my death, the residue of my estate.

IX.

I request that all of my just debts, duly probated, be paid out of any non-exempt money or property that I may have in

my estate and that I be buried in a manner befitting my station in life, the expense of which shall be paid out of my estate.

WITNESS MY SIGNATURE this the 30th day of January, 1990.

Lester Perry
LESTER PERRY

WITNESSES:

Len Smith
Bessie M. Francis

* * *

STATE OF MISSISSIPPI

COUNTY OF MADISON

WE, the undersigned, do certify that we have subscribed our signatures as attesting witnesses to the above and foregoing instrument on the date therein stated at the request of LESTER PERRY, who, declared the said instrument to be his Last Will and Testament, and who signed said instrument in our presence and that at his request we affixed our signatures hereto as attesting witnesses in his presence and in the presence of each other.

WITNESS OUR HANDS, this 30th day of January 1990.

NAME

Len Smith

ADDRESS

Rt 4 Box 400
Canton, MS 39051

Bessie M. Francis

P.O. Box 824
Canton, MS 39044

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day of March, 2002, at 9:00 o'clock a M., and was duly recorded on the MAR 12 2002, Book No 34, Page 627.

MIKE CROOK, CHANCERY CLERK

BY: Janey H. [Signature] P.C.



Last Will and Testament **FILED**

THIS DATE

OF

APR 23 2002

BRUCE BOYD BENNETT

MIKE CROOK
CHANCERY CLERK
By: *[Signature]*

I, BRUCE BOYD BENNETT, being over the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby expressly revoking all former wills and codicils made by me at any time heretofore.

I.

I hereby appoint my wife, GLADYS W. BENNETT, as Executrix of this my Last Will and Testament, and it is my desire that my Executrix shall have full and complete power and authority to do and to perform any act deemed by her to be in the best interest of my estate. Should GLADYS W. BENNETT be unwilling or unable to serve, I hereby appoint my son BRUCE STANLEY ("STAN") BENNETT, as Executor. I hereby direct that no bond be required of the Executrix or Executor and I further waive the necessity of having a formal appraisal made of my estate and I further waive the necessity of an accounting.

II.

I hereby give, devise and bequeath unto GLADYS W. BENNETT, all of my property, whether it be real, personal or mixed, wheresoever situated or howsoever described.

III.

In the event that my wife, Gladys W. Bennett, should predecease me, then I hereby give, devise and bequeath all of my property, whether it be real, personal, or mixed, wheresoever situated or howsoever described unto my son, Bruce Stanley ("Stan") Bennett.

IN WITNESS WHEREOF, I, BRUCE BOYD BENNETT, have hereunto set my signature on, and published and declare this to be my Last Will and Testament on this the 27th of May, 1999, in the

[Handwritten initials]

presence of two witnesses who have each signed as witnesses at my request, in my presence and in the presence of each other.

Bruce Boyd Bennett
BRUCE BOYD BENNETT

WITNESSES:

David F. Parkin
Aneida Spain

ATTESTATION CLAUSE

WE, each of the subscribing witnesses to the Last Will and Testament of BRUCE BOYD BENNETT, do hereby certify that said instrument was signed in the presence of each of us, and that said BRUCE BOYD BENNETT, declared the same to be his Last Will and Testament in the presence of each of us, and that we signed as subscribing witnesses to the said Will at the request of BRUCE BOYD BENNETT, in his presence and in the presence of each other.

WITNESS OUR SIGNATURES on this the 27th day of May, 1999.

David F. Parkin
Aneida Spain
WITNESSES

AFFIDAVIT OF WITNESSES

STATE OF MISSISSIPPI
COUNTY OF MADISON

This day personally appeared before me, the undersigned duly commissioned and qualified Notary Public, acting within and for the State and County, David F. Parkin, and Aneida Spain, respectively, whose names appear as subscribing witnesses to the foregoing and attached instrument of writing, who after having been duly sworn, say on oath that on the 27th day of May, 1999, Bruce Boyd Bennett, in their presence, signed his name thereto, and in their presence declared

the same to be his Last Will and Testament; that at his request, in their presence, and in the presence of each other, the said affiants subscribed their names thereto as witnesses to its execution and publication; that the said Bruce Boyd Bennett on the 27th day of May, 1999, was of lawful age, was of sound and disposing mind and memory, and there was no evidence of undue influence.

David J. Rankin residing at 234 Canty Club Rd
Canton, MS 39046

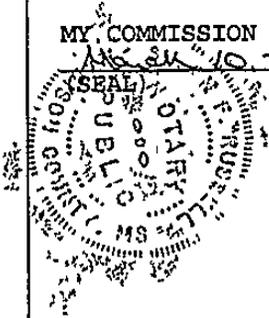
Aneida Spain residing at 860-B Sussex Pl.
Ridgeland, MS 39157

SWORN TO AND SUBSCRIBED before me this the 27th day of May, 1999.

Susan J. Russell
NOTARY PUBLIC

MY COMMISSION EXPIRES:

Aug 24 10 2000



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within Instrument was filed for record in my office this 23rd day of April, 2002, at 2:30 o'clock P.M., and was duly recorded on the APR 23 2002, Book No 34, Page 631

MIKE CROOK, CHANCERY CLERK

BY: Stoney Hill D.C.



FILED
THIS DATE

APR 18 2002

MIKE CROOK
CHANCERY CLERK

Stacy R. [Signature]

2002-272

LAST WILL AND TESTAMENT

OF

IRMA H. WELLS

I, IRMA H. WELLS, an adult resident citizen of Madison County, State of Mississippi, being above the age of twenty-one (21) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Cocicils heretofore made by me.

ARTICLE I.

I direct that all of my just debts probated, registered and allowed against my estate and all expenses of my last illness, funeral and burial be paid as soon after my death as conveniently can be done. I will and direct that the administration of my estate be closed as soon after my death as is reasonably possible.

ARTICLE II.

I give, devise and bequeath unto my husband, HOWARD J. WELLS, if he survives me, all of my right, title and interest which I may have at the time of my death in and to any homestead occupied by either or both of us. If my said husband does not survive me, this devise shall lapse.

ARTICLE III.

I give, devise and bequeath unto my husband, HOWARD J. WELLS, the rest, residue and remainder of my property, real, personal and mixed, of whatsoever nature and wheresoever situated, of which I shall be seized and possessed or to which I shall in any way be entitled at the time of my death; and, if he shall not survive me or shall die simultaneously with me or under such circumstances as to render it impossible or difficult to determine with reasonable certainty who predeceased the other, then I hereby give, devise and bequeath all of my said property, including all failed and lapsed legacies and devises, to my daughter, LONETTA W. LITTLE, with the exception that

Irma H Wells 12/15/98
IRMA H. WELLS Date

~~all of my right, title and interest in and to the business known as and to the shares of stock and property of Wells Ideal Cleaners, Inc , a Mississippi corporation, its successors and/or assigns, I give, devise and bequeath unto my grandson, JOHN HOWARD LITTLE.~~

ARTICLE IV.

I hereby nominate, constitute and appoint my husband, HOWARD J. WELLS, as Executor of this my Last Will and Testament, and in the event he predeceases me or is otherwise incapable of exercising the duties of Executor, then and in such event, I hereby nominate, constitute and appoint my daughter, LONETTA W. LITTLE, as Executrix of this my Last Will and Testament. I direct that my Executor and alternate Executrix be allowed to serve without bond and I hereby waive the requirement of an appraisal of my estate and an accounting or inventory to the Court in which this Will is probated.

WITNESS MY SIGNATURE, this the 15TH day of December, 1988.

Irma H Wells - 12-15/98
IRMA H. WELLS Testatrix

ATTESTATION

The above and foregoing instrument, consisting of this and one (1) preceding typewritten page, was signed, published and declared by IRMA H. WELLS, the Testatrix, to be her Last Will and Testament, in our presence, and we, at her request and in her presence and in the presence of each other, have hereunto subscribed our names as witnesses and do further subscribe that the said Irma H. Wells is of sound and disposing mind and of right and law entitled to make said Will, this the 15TH day of December, 1988

John E. Aldridge residing at 137 GLEN WAY DR
JACKSON, MS 39216
Lois Coof residing at 3000 NORTH STATE ST.
JACKSON, MS 39216



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day of April, 2002, at 9:00 o'clock AM, and was duly recorded on the APR 12 2002, Book No 34, Page 634.
MIKE CROOK, CHANCERY CLERK BY Stacey Hill



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 23rd day of April, 2002, at 4:00 o'clock PM, and was duly recorded on the APR 23 2002, Book No 34, Page 634.
MIKE CROOK, CHANCERY CLERK BY Stacey Hill D.C.

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

FILED
THIS DATE

APR 23 2002

IN THE MATTER OF THE ESTATE OF
IRMA H. WELLS, DECEASEDBy: MIKE CROOK
CHANCERY CLERKNO. 2002-272AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI

COUNTY OF HINDS

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named RONALD H ALDRIDGE, who being by me first duly sworn according to the law, said on oath:

1. That the affiant and John E. Aldridge are the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of IRMA H WELLS, deceased, who was personally known to the affiant and to John E Aldridge, and whose signature is affixed to the Last Will and Testament of IRMA H. WELLS dated December 15, 1988

2. The affiant and John E. Aldridge are also the subscribing witnesses to an instrument of writing purporting to be a Codicil to the Last Will and Testament of IRMA H. WELLS, deceased, who was personally known to the affiant and to John E. Aldridge, and whose signature is affixed to the said Codicil to the Last Will and Testament of IRMA H. WELLS dated October 1, 1990.

3. That on the 15th day of December, 1988, the said IRMA H. WELLS signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of John E. Aldridge as subscribing witnesses to the instrument

4. That on the 1st day of October, 1990. the said IRMA H. WELLS signed, published

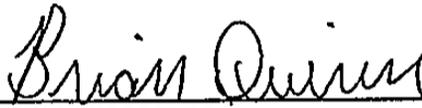
and declared the instrument of writing as a Codicil to her Last Will and Testament, in the presence of the affiant and in the presence of John E. Aldridge as subscribing witnesses to the instrument.

5. That IRMA H WELLS was then and there of sound and disposing mind and memory, and well above the age of eighteen (18) years.

6. That the affiant, together with John E. Aldridge, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said IRMA H. WELLS, and in the presence of each other.


RONALD H. ALDRIDGE

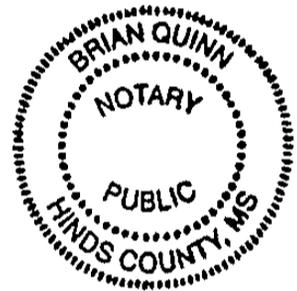
SWORN TO AND SUBSCRIBED BEFORE ME this 5TH day of April, 2002.


NOTARY PUBLIC

MY COMMISSION EXPIRES: _____

Notary Public State of Mississippi At Large
My Commission Expires: February 11 2006
Bonded Thru Helene Br.

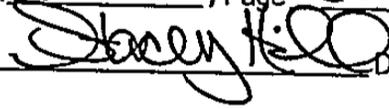
Prepared by:
Marc K. McKay, MSB #8732
McKay Simpson Lawler Franklin & Foreman, PLLC
P. O. Box 2488
Ridgeland, MS 39158-2488
(601) 856-5794



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 23rd day of April, 2002, at 4:00 o'clock P M, and was duly recorded on the APR 23 2002, Book No. 34, Page 636.

MIKE CROOK, CHANCERY CLERK

BY:  D.C.



FILED
THIS DATE

CODICIL

APR 12 2002

TO
THE LAST WILL AND TESTAMENT

OF
IRMA H. WELLS

MIKE CROOK
CHANCERY CLERK
By: *[Signature]*

I, IRMA H. WELLS, an adult resident citizen of Madison County, Mississippi, being above the age of twenty-one years and of sound and disposing mind and memory, do hereby make, publish and declare this instrument of writing to be my first Codicil to the Last Will and Testament heretofore made by me on the 15th day of December, 1988.

ARTICLE A

I do hereby revoke that part of paragraph "ARTICLE III." of my said Last Will and Testament dated the 15th day of December, 1988, wherein I bequeathed all of my right, title and interest in the business, shares of stock, and property of Wells Ideal Cleaners, Inc., to my grandson, John Howard Little: that such bequest is hereby revoked by deleting the following language from said paragraph beginning after the name "LONETTA W. LITTLE," to-wit:

"with the exception that all of my right, title and interest in and to the business known as and to the shares of stock and property of Wells Ideal Cleaners, Inc., a Mississippi corporation, its successors and/or assigns, I give, devise and bequeath unto my grandson, JOHN HOWARD LITTLE."

and, by placing a period (.) in lieu of the comma (,) after the name "LONETTA W LITTLE" in said paragraph.

ARTICLE B.

Except as changed above, I republish, reaffirm and readopt my said Last Will and Testament of December 15, 1988

WITNESS MY SIGNATURE, this the 1st day of October, 1990.

Irma H. Wells
IRMA H. WELLS-----Testatrix

The above instrument, consisting of this one typewritten page, was signed, published and declared by IRMA H WELLS, the Testatrix, to be her Codicil to her Last Will and Testament, heretofore made, published and declared by her on December 15, 1988, in our presence, and we, at her request and in her presence and in the presence of each other have hereunto subscribed our names as witnesses and do further subscribe that the said Irma H Wells is of sound and disposing mind and of right and law entitled to make said Codicil, this the 1st day of October, 1990.

John S. Aldridge residing at 137 McKinley Dr.
Jackson, Miss. 39216
[Signature] residing at 3000 N. STATE ST.
Jackson, MS. 39216

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 12th day of April, 2002, at 9:00 o'clock A.M., and was duly recorded on the APR 12 2002, Book No. 34, Page 626

MIKE CROOK, CHANCERY CLERK BY: *[Signature]*



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 23rd day of April, 2002, at 4:00 o'clock P.M., and was duly recorded on the APR 23 2002, Book No. 34, Page 638

MIKE CROOK, CHANCERY CLERK BY: *[Signature]*



FILED
THIS DATE

LAST WILL AND TESTAMENT

APR 20 2002

OF

S WAYNE THOMPSON

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

#2002-293

I, S. WAYNE THOMPSON, a single man, and an adult resident citizen of Ridgeland, Madison County, Mississippi, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, hereby revoking all Wills and Codicils heretofore made by me

I hereby declare that I have been married one time, and one time only, and then to Olga Logan Thompson, who is now deceased. No child or children were born of this marriage, and no child or children were born to me or adopted by me at the date of the execution of this Will

I

I hereby appoint as Executor of my Will and Estate my friend W. JEFF HAMM whose address is 4505 Brook Drive, Jackson, Mississippi 39206.

Should W. JEFF HAMM predecease me, fail to qualify or otherwise cease to serve as my Executor, I appoint as my Alternate Successor Executor ANDREA LUTTRELL, whose address is c/o Living Services, Inc., 1441 Canton Mart Road, Suite 5, P.O. Box 12191, Jackson, Mississippi 39236-2191.

I direct that the person who serves as my Executor shall do so without the necessity of making bond, and that the Executor not be required to file an inventory, accounting, or an appraisal of my Estate to any Court. I further direct that the person who serves as my Executor receive a reasonable compensation for the services rendered my Estate under this my Last Will and Testament

SAT

II.

I direct that all of my debts, all of the expenses of my last illness, all funeral and burial expenses, including the cost of a suitable monument at my grave, the expenses of settling my Estate, and all state and federal taxes, if any, be paid out of my gross Estate as soon as practicable after my death.

Wright and Ferguson Funeral Home, Jackson, Mississippi, is to handle my burial services in accord with the Advance Planning Contract which I have entered into with it. My Executor has been made aware of this contract wherein I have expressed my desire to be buried in Memphis, Tennessee, beside my beloved wife Olga

III

I give, devise and bequeath to SUZANNE H. ANTHONY, also known as Mrs Joe Anthony, whose address is 45 Franklin Place, Hattiesburg, Mississippi 39402, all of the mineral rights which I own in approximately 160 acres of land in Amite County, Mississippi which I acquired from my father, Silas Wayne Thompson, Sr. I recently leased a portion of my minerals by Oil, Gas and Mineral Lease dated October 31, 2001, which covered the East Half of the Northwest Quarter (E 1/2 NW1/4), of Section 36, Township 3 North, Range 2 East, Amite County, Mississippi.

IV

At the time of my move in April, 2001, to my present residence at The Orchard, in Ridgeland, Mississippi, I disposed of most of my household effects and other similar property of a personal or domestic nature. I only retained enough of such property which was needed for my use in the one room which I occupy at The Orchard. Therefore, as to these items of personal property which are located in my residence at The Orchard, I direct that my Executor, in his sole

discretion, determine how this personal property should be disposed of.

V.

As to all of the rest and residue of the property which comprises my Estate, of whatever kind and character, and wherever situated, I direct my Executor, in his discretion, as soon after my death as it may be conveniently done without detriment to my Estate, to either sell for cash, and/or to transfer, convey, and assign direct to the Beneficiary named in Paragraph VI hereof, my remaining real and personal property including all cash, stocks, bonds, IRAs, and all investment funds and all other choses in action which I may own at the time of my death, whether such property is held in my accounts(s) by Merrill Lynch, Jackson, Mississippi, or is otherwise considered to be a part of my Residuary Estate.

Any such sale, disposal or transfer of my remaining property shall be made on such terms as my Executor, in his discretion, may deem to be in the best interest of my Estate. I direct and empower my Executor to make any sales or transfers of my remaining real and personal property, as well as his disposal of the personal property described in Paragraph IV above, without the necessity of applying to the Court for authority to make such sales, transfers, or disposals; and I further direct that my Executor be relieved of reporting to or obtaining the confirmation of the Court of any sales, transfers or disposals of my property which he makes under the terms of Paragraphs IV and V of this my Last Will and Testament

My Executor is further empowered to execute and deliver all instruments of transfer necessary to pass a valid title to the property which is sold, transferred or which is disposed of, under the provisions of this Paragraph V and Paragraph IV above. I realize that my Executor may not be able to readily sell some of the items of my remaining personal property. In this event, my Executor is empowered, in his discretion, to dispose of those items of personal

S. L. T.

property which he cannot sell in any manner, on such terms, and to such parties, as he may desire.

VI.

As soon as it is possible for my Executor to do so, and without prior authority of the Court, I direct that all of the proceeds from the sales of my real and personal property, and all monies, funds or other proceeds and remaining assets which he has collected as Executor of my Estate from my bank, from my savings account, from any insurance policies, annuities, certificates of deposit, stocks, bonds, investment funds, IRAs, or from any other choses in action or other property owned by me, and which remain in my Estate after the payment of my debts and the expenses set forth in Paragraph II above, be paid, transferred and distributed by my Executor to my alma mater, Delta State University, Cleveland, Mississippi, to be used by the University as a memorial to my parents, Silas Wayne Thompson and Lula Wilson Thompson. It is my desire that this gift be used to establish a Journalism Scholarship in memory of my parents, provided the University believes the remaining funds and property given to it are sufficient, in the University's opinion, to establish such a Scholarship, otherwise, I direct that Delta State University use my gift for some other purpose which the University believes would be an appropriate memorial to my parents.

VII

I hereby grant to my Executor, including my Alternate Successor Executor or any Substitute Executor which may be appointed by the Court, the continuing, absolute, discretionary power to deal with any property, real or personal, held in the administration of my Estate, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of judicial authority, and no person dealing with

S W T

my Executor shall be required to inquire into the propriety of any of his actions.

IN TESTIMONY WHEREOF, I, S. WAYNE THOMPSON, have executed this document of five (5) pages, and have declared the same to be my Last Will and Testament in the presence of the undersigned parties as subscribing witnesses, each of whom attests this my Last Will and Testament, at my request, in my presence, and in the presence of each other on this the 31 day of December, 2001.

S. W

S WAYNE THOMPSON

The above and foregoing instrument was here signed, published and declared as his Last Will and Testament by S. WAYNE THOMPSON in our presence, and we, at his request, in his presence, and in the presence of each other, sign and subscribe our names hereto as Attesting Witnesses on this the 31 day of December, 2001.

Benci S. Smith

[Signature]

Address:

758 Pear Orchard Rd
Ridgeland, MS 39157

Address:

758 Pear Orchard
Ridgeland MS 39157

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:45 o'clock A. M., and was duly recorded on the 26th day of April, 2002, Book No. 34, Page 639.
MIKE CROOK, CHANCERY CLERK BY: Karen Jipp D.C.

FILED

IN THE CHANCERY COURT OF THIS DATE COUNTY, MISSISSIPPI

APR 26 2002

IN THE MATTER OF THE ESTATE OF
S. WAYNE THOMPSON

MIKE CROOK
CHANCERY CLERK
By: [Signature] D.C.

NO. 2002-293

AFFIDAVIT OF SUBSCRIBING WITNESSES

We, Renee Shelnett and Marty McCullough on oath state:

We are the Subscribing Witnesses to the attached typewritten instrument dated December 31, 2001, which purports to be the Last Will and Testament of S. WAYNE THOMPSON. On the execution date of said instrument, S Wayne Thompson, in our presence, signed the instrument at the end thereof, acknowledged his signature thereto, declared the instrument to be his Last Will and Testament, and requested that we attest his execution thereof as Subscribing Witnesses. In the presence of S Wayne Thompson, and in the presence of each other, each of us signed our respective names as Attesting Witnesses. At the time of the execution of this instrument, S Wayne Thompson appeared to be eighteen (18) years of age or older, of sound mind, and acting without undue influence, fraud or restraint.

WITNESS our signatures on this the 31 day of December, 2001

[Signature: Renee Shelnett]

Renee Shelnett
Address: 758 Pear Orchard Rd.
Ridgeland, MS 39157

[Signature: Marty McCullough]

Marty McCullough
Address 758 Pear Orchard Rd.
Ridgeland, MS 39157

SWORN TO AND SUBSCRIBED BEFORE ME THIS THE 31 DAY OF DECEMBER, 2001.

My Commission Expires



MY COMMISSION EXPIRES
December 8 2003

[Signature: Tamra Jones]
Notary Public - TAMRA JONES

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:45 o'clock A. M., and was duly recorded on the 26th day of April, 2002 Book No 34, Page 644.

MIKE CROOK, CHANCERY CLERK

BY [Signature: Karen Jupp] D.C.



2002-309

LAST WILL AND TESTAMENT

OF

ANNA BELLE P'POOL

FILED

THIS DATE

APR 26 2002

MIKE CROOK
CHANCERY CLERK

By: [Signature] cc.

I, ANNA BELLE P'POOL, an adult resident citizen of Madison County, Mississippi, residing at 333 South Place, Madison, Mississippi 39110, being of sound and disposing mind and memory, do hereby make, publish and declare this to be my Last Will and Testament, and I do hereby revoke any and all wills and codicils heretofore made by me.

ARTICLE I
FAMILY MEMBERS

I am a single person and have no children or descendants, either living or whom have predeceased me. My husband, ELBERT SHIRLEY P'POOL, predeceased me, having died on September 17, 1982.

ARTICLE II
PAYMENT OF EXPENSES AND DEBTS

I direct my Co-Executors to pay all expenses of my last illness and funeral expenses and to pay all of my just debts which may be probated, registered and allowed against my estate as soon as may be conveniently done.

ARTICLE III
CASH BEQUESTS

I will, devise and bequeath the following cash bequests:

1. To MARGIE SMITH and DAVID SMITH, or the survivor, the sum of Twenty

Thousand and No/100 Dollars (\$20,000.00).

2. To SUSIE LOU DesORMEAUX, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

3. To LINDA BEARD JEFcoat, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

4. To KATHY MARIE SMITH BOTELER, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

5. To KAREN SMITH GODFREY, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

6. To DANA LEIGH GODFREY, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

7. To NEIL ALLAN GODFREY, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

8. To BRADFORD BOTELER, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

9. To ETHEL BEARD, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

10. To KELLY LAUREL JEFcoat, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

11. To BETHANY JEFcoat, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

12. To ROBERT LOFLIN, JR., the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

13. To SARAH WEBB and HORACE WEBB, or the survivor, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

14. To ESTARL (Eastern Star), the sum of Five Hundred and No/100 Dollars (\$500.00).

15. To THE LITTLE RED SCHOOLHOUSE (Eastern Star), the sum of Five Hundred and No/100 Dollars (\$500.00).

16. To EASTERN STAR, the sum of Five Hundred and No/100 Dollars (\$500.00), for the purpose of cancer research. This Money should be given to the Capital Chapter OES No. 348, Jackson, Mississippi, for proper distribution.

17. To EASTERN STAR, the sum of Five Hundred and No/100 Dollars (\$500.00), for the purpose of heart research. This money should be given to the Capital Chapter OES No. 348, Jackson, Mississippi, for proper distribution.

18. To CALVARY BAPTIST CHURCH, Jackson, Mississippi, the sum of Ten Thousand and No/100 Dollars (\$10,000.00), for the purpose of helping students who are preparing for full-time Christian service. This is to be given to the deserving students as designated by the proper committee in the church as a gift and is not to be placed in the trust fund of the church. It is not my intent that this be a loan, but a gift to the individual students designated. I ask that the then serving Pastor (currently Dr. James Street) be consulted.

In the event there are insufficient net funds available through cash or easily negotiable instruments, such as Certificates of Deposit, stocks or bonds to make the distributions set forth herein, then in that event, each distribution, gift, bequest or devise shall be reduced on a pro rata basis so the beneficiaries remain equal as to one another.

ARTICLE IV
SPECIAL BEQUESTS

I will, devise and bequeath the following special bequests:

1. To LINDA BEARD JEFCOAT, my engagement ring and the guard attached thereto.
2. To KAREN SMITH GODFREY, my dinner ring which my mother gave me when I graduated from high school.
3. To MARGIE SMITH, wife of David L. Smith, my pearl necklace which was given to me by my employer, Balfour.

ARTICLE V
SPECIAL DEVISES

I will devise and bequeath the following special devises:

1. To LINDA A. SMITH, my real estate property located at 333 South Place, Madison, Mississippi 39110.
2. To DAVID L. SMITH, all ownership, rights and interests that I may have at the time of my death in the nine and one/half (9 1/2) acres known as Aunt Florence's property on Port Gibson Road with no restrictions on his use or disposition of said property.

Said property is located in the Second Judicial District of Hinds County, Mississippi, and has been described as Parcel No. 4965-662/84 and Parcel No. 4969-317-86 or a portion thereof.

ARTICLE VI
RESIDUARY ESTATE

I will, devise and bequeath unto DAVID L. SMITH, should he survive me, all of the rest, residue and remainder of my estate, whether real, personal or mixed, and of whatsoever kind or character and wheresoever situated, together with any lapsed bequests or devises. In the event DAVID L. SMITH predeceases me, then I will, devise and bequeath said residuary estate to his issue, equally, or to the descendants of said issue, per stirpes.

ARTICLE VII
APPOINTMENT OF FIDUCIARY

A. I appoint DAVID L. SMITH of 337 South Place Madison, Mississippi 39110, and his daughter, KATHY S. BOTELER, of 501 Dogwood Pointe, Madison, Mississippi 39110, as Co-Executors of this my Last Will and Testament. If either of my Co-Executors shall predecease me, or be unwilling or unable to serve as such Co-Executors, then I appoint the remaining herein named Co-Executor to serve as sole Executor or Executrix of my estate.

B. I direct that neither of my said Co-Executors shall be required to file any inventory or appraisal of my estate or be required to give any bond whatsoever or to give any accounting to any court or obtain the order or approval of any court in the exercise of any power or discretion herein given.

C. I do hereby grant unto either of my said Co-Executors, during the administration of my estate, the power to sell any of my estate, whether real, personal or mixed, at public or private sale, to be exercised without any court order and at such price and on such terms and conditions as my Co-Executors, in their sole and absolute discretion, may determine, and to execute and deliver any and all instruments in writing which may be advisable to carry out said powers and no party to such instruments in writing, signed by the Co-Executors, shall be obliged to inquire into its validity, or be bound to see to the application by the Co-Executors, pursuant to the terms of any such instrument; to make distribution of my estate in cash or in kind; and to employ agents, attorneys, auditors, bookkeepers and depositories, with or without discretionary powers; to exercise in their sole and absolute discretion, all of the powers, rights and discretions granted by virtue of the "Uniform Trustees' Powers Law", being Sections 91-9-101 through 91-9-119, inclusive, of the Mississippi Code of 1972, Annotated, or as hereafter amended, which "Uniform Trustees' Powers Law" is hereby incorporated herein by reference as though fully and completely copied herein. Should said "Uniform Trustees' Powers Law" be repealed, then my Co-Executors, herein named, shall continue to have all of the powers, rights and discretions granted by said "Uniform Trustees' Powers Law", the same as if it were still in effect.

ARTICLE VIII
STATEMENT OF INTENT

In the event I have not made proper arrangements with Hollywood Cemetery Association, McComb, Mississippi, for perpetual care of my mother's (Ada Ester Fenn)

grave site, The Loflin Lot, I request my Co-Executors to contact Hollywood Cemetery Association for details concerning the perpetual care of my mother's grave site and to see that proper perpetual care is provided.

IN WITNESS WHEREOF, I, ANNA BELLE P'POOL, have to this my Last Will and Testament, consisting of seven (7) pages, subscribed my name, this the 22nd day of November, 1995.

Anna Belle P'Pool
ANNA BELLE P'POOL

Robert E. Williford
Ann S. [unclear]

WITNESSES

This instrument was, on the day and year shown above, signed, published and declared by ANNA BELLE P'POOL to be her Last Will and Testament in our presence, and we, at her request, have subscribed our names hereto as witnesses in her presence and in the presence of each other.

WITNESSES:

Robert E. Williford
Ann S. [unclear]

ADDRESSES:

537 Trustmark Bldg
Jackson, MS 39201
537 Trustmark Bldg
Jackson, Ms. 39201

Page 7 of 7 of My Will A.B.P.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:00 o'clock a M., and was duly recorded on the APR 26 2002, Book No. 34, Page 645.

MIKE CROOK, CHANCERY CLERK

BY: Stacy [unclear] D.C.



FILED
THIS DATE

APR 26 2002

PROOF OF WILL

STATE OF MISSISSIPPI
COUNTY OF HINDS

MIKE CROOK
CHANCERY CLERK
By: Stanley H. Coe

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Robert E. Williford, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Anna Belle P'Pool and that the said Anna Belle P'Pool signed, published and declared said instrument to be her Last Will and Testament on the 22nd day of November, 1995, in the presence of this affiant and Reeve G. Jacobus, Jr., the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Reeve G. Jacobus, Jr. subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Robert E. Williford
ROBERT E. WILLIFORD

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of November, 1995.

Kathleen Sentell
NOTARY PUBLIC



My commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 23, 1998
BONDED THRU STEGALL NOTARY SERVICE

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:00 o'clock A M., and was duly recorded on the APR 26 2002, Book No 34, Page 652

MIKE CROOK, CHANCERY CLERK

BY: Stanley H. Coe



FILED
THIS DATE

APR 26 2002

PROOF OF WILL

STATE OF MISSISSIPPI

COUNTY OF HINDS

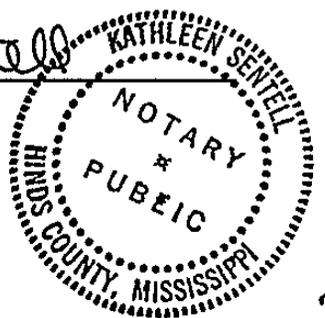
MIKE CROOK
CHANCERY CLERK
By: [Signature] D.C.

Personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Reeve G. Jacobus, Jr., who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the Last Will and Testament of Anna Belle P'Pool and that the said Anna Belle P'Pool signed, published and declared said instrument to be her Last Will and Testament on the 22nd day of November, 1995, in the presence of this affiant and Robert E. Williford, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Robert E. Williford subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

[Signature]
REEVE G. JACOBUS, JR.

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 22nd day of November, 1995.

[Signature]
NOTARY PUBLIC



My commission expires:
MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES APRIL 23, 1998
BONDED THRU STEGALL NOTARY SERVICE

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:00 o'clock a M., and was duly recorded on the APR 26 2002, Book No. 34, Page 653.

MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



FIRST CODICIL

TO

LAST WILL AND TESTAMENT

OF

ANNA BELLE P'POOL

FILED
THIS DATE

APR 26 2002

MIKE CROOK
CHANCERY CLERK

By: [Signature] DC.

KNOW ALL MEN BY THESE PRESENTS, that I, ANNA BELLE P'POOL, of the City of Madison, County of Madison, State of Mississippi, being above the age of eighteen (18) years and of sound and disposing mind and memory, do hereby make, publish and declare this to be my First Codicil to my Last Will and Testament heretofore made, signed, published, declared and executed by me on the 22nd day of November, 1995 as follows:

ARTICLE III, CASH BEQUESTS, is hereby amended in its entirety so that said ARTICLE III shall now provide as follows:

"ARTICLE III
CASH BEQUESTS

I will, devise and bequeath the following cash bequests:

1. To LINDA BEARD JEFcoat, the sum of Five Thousand and No/100 Dollars (\$5,000.00).
2. To KATHY MARIE SMITH BOTELER, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).
3. To KAREN SMITH GODFREY, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

Page 1 of 4 to My First Codicil E. A. B
to Last Will and Testament dated November 22, 1995

4. To DANA LEIGH GODFREY, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

5. To NEIL ALLAN GODFREY, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

6. To BRADFORD BOTELEER, the sum of Five Thousand and No/100 Dollars (\$5,000.00).

7. To ETHEL BEARD, the sum of Ten Thousand and No/100 Dollars (\$10,000.00).

8. To ROBERT C. LOFLIN, JR., the sum of Five Thousand and No/100 Dollars (\$5,000.00).

9. To CALVARY BAPTIST CHURCH, Jackson, Mississippi, the sum of Five Thousand and No/100 Dollars (\$5,000.00), for the purpose of community missions."

ARTICLE V, SPECIAL DEVICES, is hereby amended in its entirety so that said ARTICLE V shall now provide as follows:

"ARTICLE V
SPECIAL DEVISE

I will, devise and bequeath the following special devise to LINDA A. SMITH, my real estate property located at 333 South Place, Madison, Mississippi 39110."

ARTICLE VIII, STATEMENT OF INTENT, is hereby deleted in its entirety and the following Article is substituted in its stead as follows:

"ARTICLE VIII
FORGIVENESS OF DEBT

If the said LINDA A. SMITH or KATHY S. BOTELER or their respective estates or the beneficiaries thereof shall be indebted to me in any amount at my death, whether such debt shall be evidenced by note, mortgage or otherwise, I direct and require that all of such indebtedness and all interest thereon be forgiven and canceled in its entirety, it being my intention by this bequest to relieve the said LINDA A. SMITH or KATHY S BOTELER or their respective estates or the beneficiaries thereof of any and every obligation to repay said indebtedness or any part thereof or any interest thereon."

I hereby amend and extend my aforesaid Last Will and Testament in accordance with the provisions of this my First Codicil to my Last Will and Testament, and I do hereby reaffirm and republish my said Last Will and Testament in all other respects.

IN WITNESS WHEREOF, I have hereunto set my hand on this the 11th day of July, 2001.

Anna Belle P'Pool
ANNA BELLE P'POOL

Patrick F. McAllister

Jana Jean Lymia

WITNESSES

Page 3 of 4 to My First Codicil A.B.P.
to Last Will and Testament dated November 22, 1995

ATTESTATION

We, the undersigned, as subscribing witnesses, do hereby acknowledge and affirm that the foregoing written instrument was exhibited to us by ANNA BELLE P'POOL as a First Codicil to her Last Will and Testament; that she signed the same in our presence and in the presence of each of us, and that we, at her request, and in her presence, and in the presence of each other, hereto affixed our signatures as subscribing witnesses thereto, this the 11th day of July, 2001.

WITNESSES:

ROBERT F. McAllister

Sara Jean Lina

ADDRESSES:

Suite 936, 248 E Capital St
JACKSON, MS 39201

248 E. Capital St Suite 936
Jackson Ms 39201

Page 4 of 4 to My First Codicil A.B.P
to Last Will and Testament dated November 22, 1995

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:00 o'clock a M., and was duly recorded on the APR 26 2002, Book No. 34, Page 654.

MIKE CROOK, CHANCERY CLERK

BY: Jarvis Hill D.C.

FILED
THIS DATE

APR 26 2002

PROOF OF CODICIL

STATE OF MISSISSIPPI
COUNTY OF HINDS

MIKE CROOK
CHANCERY CLERK
By: [Signature] D.C.

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Sara Jean Grice, who by me being first duly sworn, deposes and states on oath that she is one of the subscribing witnesses to that certain instrument of writing purporting to be the First Codicil to Last Will and Testament of Anna Belle P'Pool and that the said Anna Belle P'Pool signed, published and declared said instrument to be her First Codicil to Last Will and Testament on the 11th day of July, 2001 in the presence of this affiant and Patrick F. McAllister, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Patrick F. McAllister subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

[Signature]
SARA JEAN GRICE

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 11th day of
July, 2001.

[Signature]
NOTARY PUBLIC

My commission expires:
Notary Public State of Mississippi At Large
My Commission Expires: May 17, 2005
Bonded Thru Hoidon, Brooks & Garland, Inc



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:00 o'clock a M., and was duly recorded on the APR 26 2002, Book No 34, Page 658

MIKE CROOK, CHANCERY CLERK BY: [Signature] D.C.



PROOF OF CODICIL

FILED
THIS DATE

APR 26 2002

STATE OF MISSISSIPPI

COUNTY OF HINDS

MIKE CROOK
CHANCERY CLERK
By: Stacey Hill D.C.

PERSONALLY APPEARED BEFORE ME, the undersigned authority in and for the jurisdiction aforesaid, Patrick F. McAllister, who by me being first duly sworn, deposes and states on oath that he is one of the subscribing witnesses to that certain instrument of writing purporting to be the First Codicil to Last Will and Testament of Anna Belle P'Pool and that the said Anna Belle P'Pool signed, published and declared said instrument to be her First Codicil to Last Will and Testament on the 11th day of July, 2001 in the presence of this affiant and Sara Jean Grice, the other subscribing witness to said instrument; and said testatrix was then of sound and disposing mind and memory and over the age of eighteen (18) years; that this affiant and Sara Jean Grice subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request and in the presence of said testatrix, and in the presence of each other.

Patrick F. McAllister
PATRICK F. McALLISTER

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 11th day of July, 2001.

Marguerite Daley
NOTARY PUBLIC

My commission expires,
Notary Public State of Mississippi At Large
My Commission Expires May 17, 2005
Bonded Through Helden, Brooks & Garland, Inc



STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 9:00 o'clock a.M., and was duly recorded on the APR 26 2002, Book No. 34, Page 659.

MIKE CROOK, CHANCERY CLERK BY: Stacey Hill D.C.



2002-319

LAST WILL AND TESTAMENT
OF OZZIE MC MURTRY

KNOW ALL MEN, that I, OZZIE MC MURTRY, of the City and County of Milwaukee, State of Wisconsin, being of sound and disposing mind and memory, but mindful of the uncertainty of life, hereby revoking any and all wills and codicils heretofore by me made, do make, publish and declare this my Last Will and Testament.

FIRST: I will and direct that all of my just debts and funeral expenses be paid as soon as may be after my decease.

SECOND: All of my property, wherever located and of whatever nature, I give, devise and bequeath to my beloved daughter, MARY WHERRY.

THIRD: I acknowledge that I have the following living children, CONNIE JOHNSON, PERCY MC MURTRY, BRENDA MC MURTRY, MARY LEE O'LEARY, ORBRA MC MURTRY, DIANNA MC MURTRY, ROSELL BEAMON, SHIRLEY LUCKETT/MC MURTRY, DENNIS MC MURTRY, EDDIE MC MURTRY, JR., MELLISSA MC MURTRY, VICKIE COTTON and JULA FAYE CHESSER, but for reasons best known to me, I am excluding all of them from this My Last Will and Testament.

FOURTH: I hereby nominate and appoint my beloved daughter, MARY WHERRY, to act as Personal Representative of this, my Last Will and Testament and request that MARY WHERRY serve without bond.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, this 7TH day of MARCH, in the year of our Lord, one-thousand, nine hundred and ninety-two.

HER MARK →  _____ (SEAL)
OZZIE MC MURTRY

THIS INSTRUMENT, consisting of one and a fraction pages of typewritten manuscript, was on the day of the date hereof, to-wit, this 7TH day of MARCH, 1992, signed, sealed, published and declared by the said testatrix, OZZIE MC MURTRY, to be her Last Will and Testament, in our presence of

each of us, and we, the undersigned, in witness thereof, at the request of said testatrix, and in her presence, and in the presence of each other, have hereunto subscribed our names as attesting witnesses to said Last Will and Testament, and we do hereby certify that the above-named testatrix was of sound and disposing mind and memory at the time of the execution thereof.

Name of Witnesses:

~~_____~~ OF 8210 N. Whitney Road
Milwaukee, WI 53217

SHELDON RARKIN

Matalie J. Crone OF 2466 N. Oakland
Milw. WI 53211

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 26th day of April, 2002, at 11:30 o'clock A. M., and was duly recorded on the 26th day of April, 2002, Book No. 34, Page 660.

MIKE CROOK, CHANCERY CLERK

BY: K. Ann Tapp D.C.



FILED

IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

APR 26 2002

IN THE MATTER OF THE ESTATE OF
OZZIE McMURTRY, DECEASED

MIKE CROOK CIVIL ACTION
CHANCERY CLERK FILE NO. 2002-319
By: *[Signature]* J.C.

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF WISCONSIN
COUNTY OF WAUKESHA

This date, personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named **SHELDON RAPKIN**, who being by me first duly sworn according to law states on oath as follows, to-wit:

(1). That this affiant is one of two subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of **OZZIE McMURTRY**, whose signature is affix to the Last Will and Testament dated March 7, 1992.

(2). That on the 7th day of March, 1992, the said **OZZIE McMURTRY** signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of the affiant and in the presence of **Natlie J. Crone**, the other subscribing witness to the instrument.

(3). That **OZZIE McMURTRY** was then and there of sound and disposing mind and memory and well above the age of eighteen (18) years.

(4). That this affiant, together with **Natlie J. Crone**, subscribed and attested said instrument as witnesses to the signature and publication thereof at the special instance and request, and in the presence of **OZZIE McMURTRY**, and in the presence of each other.

[Signature]

SHELDON RAPKIN

EXHIBIT "B"

SWORN TO AND SUBSCRIBED before me, this the 5TH day of

OCTOBER, 2001.

Bernard [Signature]
NOTARY PUBLIC



(SEAL)
My commission expires:
Sept 26 2004

o-mcmtry5

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 26th day
of April, 2002, at 11:30 o'clock A. M., and was duly recorded
on the 26th day of April, 2002, Book No. 34, Page 662.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.

2002-322

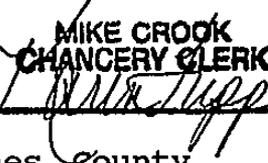
BOOK 0034 PAGE 664

FILED

THIS DATE

9:00 A.M.
MAY 06 2002

LAST WILL AND TESTAMENT
OF
ERNEST W. GRAVES

MIKE CROOK
CHANCERY CLERK
By:  DC.

I, ERNEST W. GRAVES, a resident of Laurel, Jones County, Mississippi, make, publish and declare this to be my Last Will and Testament, hereby revoking any and all Wills and Codicils heretofore made by me.

ARTICLE I.

I declare that I am married to Nancy C. Graves, to whom all references herein to "my spouse" relate. This is the only marriage for each of us and this is our only child. All references herein to my child or my daughter shall refer to Nan Graves Goodman, who is an adult.

ARTICLE II.

I direct that all of my debts (including unpaid charitable pledges, whether or not the same are enforceable obligations of my estate), all expenses of my last illness, all funeral and burial expenses (including the cost of a suitable monument at my grave), and the cost of administration of my estate be paid as soon as practicable after my death out of the principal of my estate except that the Marital Share shall not pay any of the inheritance taxes, if any are due. My Executrix may elect in accordance with the applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled. It is my intention, however, that nothing in this Article of my Will should be construed as creating an express trust or fund for the payment of debts and expenses which would in any way extend the normal statute of limitations for the payment of



Page 1

my debts or enlarge upon my statutory duty to pay debts.

The assets distributed to the Graves Family Trust Share shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, any expenses of my estate not deducted for federal estate tax purposes, and any other expenses deducted but not allowed as deductions in finally determining the federal estate taxes payable by reason of my death. I recognize the possibility that the amount so disposed of may be affected by the actions of my Executrix in exercising certain tax elections. Consistent with the provisions in Sections 2206, 2207, 2207A, and 2207B (the Internal Revenue Code), my Executrix shall have the discretionary election as to whether or not to recover any amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, it being my intention to grant to my Executor the sole discretionary decision to determine whether it is in the best interest of my estate to waive or exercise such right of recovery.

ARTICLE III.

I nominate and appoint my spouse, Nancy C. Graves, and daughter, Nan Graves Goodwin, to serve as Co-Executrices of this my Last Will and Testament and direct that they shall serve without the necessity of making bond. In the event that either is unwilling or unable to serve, then I nominate and appoint the other to serve as Executrix of this my Last Will and Testament and direct that she serve without the necessity of making bond.

ARTICLE IV.

In addition to the powers and authorities specifically granted to my Executrix under this Will, I expressly confer upon my Executrix all rights, powers, duties, and authorities conferred upon a trustee under the Uniform Trustee's Powers Law of Mississippi as it now exists or may hereafter be amended, the same to be exercised without the necessity of obtaining court approval.

Eg

I specifically waive all accountings, inventories, appraisements, and the appointment of and report of appraisers and direct that my Executrix not be required to report to any court.

My Executrix shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided interest in property transferred to me or to my estate. Any disclaimer by my Executrix shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

The decisions of my Executrix as to which assets shall be distributed in satisfaction of the bequests and devises given under this Will; as to whether my estate shall be valued under the optional valuation provisions of the Federal Estate Tax Law; as to what tax elections should be exercised; and as to what proceedings are necessary to complete the ascertainment of the federal estate tax, shall be conclusive and binding on all persons, and no compensating adjustments between income and principal or between the marital or other bequests or devises shall be made as a result of such tax elections exercised by my Executrix. My Executrix shall be vested with all discretionary powers herein conferred, but my Executrix shall have no power or authority to exercise any of such discretionary powers in any manner which would disqualify any bequest, or any part thereof, to my spouse for the marital deduction.

All section references, as used in this Will, refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

The terms "Executor", "Executrix", and "Executors", as used in this Will or any codicil hereto, and all references thereto through any type of pronoun, shall include any person or persons, whether

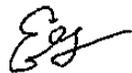
male or female, or any entity, who may be serving hereunder at any time as a personal representative of my estate.

ARTICLE V.

I nominate Nancy C. Graves and Nan Graves Goodman to be the Co-Trustees of the trust created herein and direct that they serve without the necessity of making bond and without being required to account to any court or seek the approval of any court for their actions. My Trustees shall have the additional powers either authorized by law or contained elsewhere in this document with the following exceptions. As to my spouse, Nancy, she cannot serve alone and she is not given any discretionary powers over making distributions either of income or principal and she may not exercise any such powers. Said discretionary powers relating to distributions of income and/or invading the principal during the life of my spouse are given exclusively to the independent Trustee, my daughter, Nan. The independent Trustee may serve alone without a Co-Trustee if my spouse cannot or chooses not to serve as Co-Trustee.

A Trustee may resign and cease to act at any time by giving written notice specifying the date of such resignation, by personal delivery or by registered mail, to my spouse, the income beneficiary. In this event, the current income beneficiary may appoint a successor Trustee to serve, which successor Trustee may either be an individual or a bank possessing trust powers or a trust company. Any Trustee may be removed by and a successor Trustee appointed by the income beneficiary. A resigning or removed Trustee shall deliver all trust assets to the successor Trustee on the effective date of the resignation or removal, and shall, within sixty (60) days of such date, submit a full and final accounting to the successor Trustee and to the income beneficiaries of the trust. Any successor Trustee shall be vested with all the rights, powers, duties and discretions conferred on the original Trustee.

The terms "Trustee", "Co-Trustees", "Trustees", and "successor



Trustee", as used herein shall mean the Trustee then qualified and acting and shall include an individual Trustee, corporate Trustee, or any successor Trustee. In referring to the Trustee, any neuter terminology also includes the masculine and feminine or vice versa and any reference in the singular shall also include the plural or vice versa.

ARTICLE VI.

I will and bequeath, subject to the exceptions and directions hereinafter stated, to my said spouse all of my tangible personal property owned by me at the time of my death including clothing, personal automobiles, sporting equipment and articles of personal or household use, (but not including cash on hand or on deposit, proceeds from insurance policies, securities, choses in action or other intangibles), and all policies of insurance relating to such tangible personal property. If my said spouse does not survive me, I will and bequeath, subject to the exceptions and directions hereinafter stated, said tangible personal property to my said daughter. The bequest herein of said tangible personal property I make subject to this exception and these directions: I may decide to direct the distribution of some items of my said tangible personal property to certain individuals, which I will do by a written memorandum to my Executrix signed by me and dated. In this event, I direct my Executrix and my beneficiaries to make the distribution of those items contained according to that document the same as if it were included specifically in this Will. If for any reason such a memorandum is not found and properly identified as such by my Executrix within 30 days after the probate of my Will, then all of said property shall be distributed as herein directed.

ARTICLE VII.

If my spouse survives me, I give devise and bequeath to my spouse, outright, an amount of property determined as follows:

First, ascertain the maximum marital deduction



 Page 5

allowable in determining the federal estate tax payable by reason of my death.

Second, deduct therefrom the value of any insurance and other property which passes or has passed to my spouse either outside of this Will or under another Article of this Will in such manner as to qualify as a part of the marital deduction under the federal estate tax law.

Third, compute the amount of my taxable estate, which will result in no federal estate tax liability on my estate, after allowing the unified credit and the state death tax credit allowable to my estate, which does not cause an increase in state death taxes. The amount of this bequest to my spouse shall be reduced by the amount necessary to leave my taxable estate at the amount that results in zero federal estate tax liability in order to fully utilize these credits in determining the federal estate tax on my estate.

Fourth, the amount then remaining shall be the amount bequeathed to my spouse in this Article.

In computing the dollar amount of property constituting this pecuniary bequest, the values used in finally determining the federal estate tax on my estate shall be used.

My Executrix shall have full power and discretion to satisfy this bequest wholly or partly in cash or in kind and to select the assets which shall constitute this bequest. All property so selected shall be valued at the value thereof as of the date or dates of distribution to my spouse.

The assets devised and bequeathed under this Article of my Will shall be charged with the payment of any funeral expenses, any expenses of my estate, and any other proper claims against my estate, which are deducted for federal estate tax purposes and which are allowed as deductions in finally determining the federal estate taxes payable by reason of my death.

ARTICLE VIII.

I give, devise and bequeath to my Trustee under the terms set forth in this Will, the rest and residue of my estate, real and personal, of whatsoever kind or character and wheresoever situated, including any bequest that may lapse or be renounced or disclaimed or that may otherwise be ineffective for any reason. This trust, the Graves Family Trust, shall be primarily for the benefit of my spouse during her life with the remainder to my daughter.

The Trustee shall hold, administer and distribute the assets of the trust under the following provisions:

A. The Trustee shall pay to my spouse as much of the net income as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance, and health, including any hospital or other institutional care, of this beneficiary, and for the maintenance of her accustomed standard of living. These distributions shall be made in proportions and amounts and at such intervals as the Trustee determines. Any income not distributed to my spouse, may in the Trustee's discretion, as the Trustee deems advisable, be distributed to my daughter for her education, support, maintenance, and health, including any hospital or other institutional care. Any income not distributed shall be added to principal and distributed in accordance with subsequent provisions.

For purposes of this Trust, "income" shall have the same meaning as the word "income" as used in the federal estate tax laws with reference to the marital deduction now in effect or as it may be hereafter amended. In computing income from all oil and gas interests in said trust, my Trustee may treat all revenue from this source (whether it is described as royalty, delay rental, production, working interest or otherwise) as income for distribution to the beneficiary and the provisions of § 91-17-19 of the Mississippi Code of 1972, as now existing or as may be hereafter amended, or any similar statutes shall not control for these purposes. It is my intention that monies received from these sources shall be treated as

income the same as it is currently treated by me and shall be made available for distribution as income to the beneficiary.

B. In addition to the income distributions the Trustee may pay to or for the benefit of these beneficiaries (my spouse and my daughter), or any of them, (but not necessarily in equal shares) as much principal as the Trustee, in the Trustee's discretion, deems advisable for the education, support, maintenance and health, including any hospital or other institutional care, of my beneficiaries or for the maintenance of their accustomed standard of living at the time of my death. In making principal distributions, the Trustee shall consider the needs of the beneficiaries and the funds available to them from other sources.

In making distributions of income and principal, I direct the Trustee to consider my spouse as the primary beneficiary and consider the needs of my spouse above those of my daughter. The Trustee shall see that my spouse has sufficient funds to enable her to continue, if possible, her accustomed standard of living at the time of my death. Before making distributions of income or principal to my daughter, the Trustee shall counsel with my spouse to determine the needs of these beneficiaries, but the decision of the Trustee shall be final as to the amounts and recipients of such distributions.

No Trustee shall participate in any decision or exercise of discretion to benefit himself or herself, or his or her descendants, or to satisfy any obligation of support or other legal obligation of such Trustee. Any such action shall be taken only by the other Trustee, or upon the unanimous consent of all current beneficiaries.

C. Upon the death of my spouse, the assets of this trust shall be paid over, delivered, or conveyed to my daughter or grandchildren and in such proportions as she shall appoint. Such appointment by her shall be to or for the benefit of such of my said descendants, or trusts for their benefit as she alone in all events shall determine. In appointing the assets of this trust my spouse shall make specific reference to this Article of this Will as the source of her power to

appoint the assets. The limited power of appointment granted to her shall be exercised by her in her last will, or codicils thereto, made either before or after any transfer to this trust and the appointed assets shall be paid over, delivered, assigned, transferred, or conveyed to or held in further trust for the benefit of any or all of the appointees, as she so directs. In the exercise of this limited power of appointment, my spouse:

- (1) may appoint outright or in trust;
- (2) may select the Trustee if she appoints in trust;
- (3) may, if she appoints property in trust, grant such administrative powers to the Trustee as she deems appropriate;
- (4) may impose lawful conditions or restrictions upon any appointment;
- (5) may appoint different types of interests to different appointees;
- (6) may appoint to one or more objects to the exclusion of other objects; and
- (7) may impose lawful spendthrift restrictions.

D. Upon the death of my spouse, if she fails to effectively exercise said limited power of appointment as to all or any portion of this trust, or upon my death if she shall predecease me, this trust shall terminate and the principal and accumulated income then constituting my trust estate shall be delivered to my daughter discharged of the Trust. If my daughter is not surviving at that time, I direct the Trustee to deliver to her living issue, per stirpes and in equal shares, their pro rata interest in the assets of this trust discharged of the trust, provided, however, if any of the issue of my deceased daughter shall be under 21 years of age at the time of the vesting thereof, I direct the Trustee, in his discretion, to deliver that surviving issue's portion either to his/her legal guardian as appointed by a court of competent jurisdiction or to distribute that interest as allowed under Article XI Q.

E. Notwithstanding any provision herein to the contrary, the

Trustee shall retain in trust for the benefit of any beneficiary, any distribution otherwise required, to be made to such beneficiary, if in the Trustee's sole discretion such beneficiary is, at the time the distribution would otherwise be required, involved in a lawsuit, addicted to alcohol, drugs, or other chemical substances, a party to a pending divorce or marital separation proceeding, in bankruptcy, or is currently under suit or collection proceedings by creditors, whether or not such beneficiary is in bankruptcy proceedings. The Trustee shall make reasonable inquiries before making distributions of principal to the beneficiaries to ascertain whether any beneficiary is then under any of the above described conditions. In making a determination that a beneficiary is addicted to alcohol, drugs, or other chemical substances, the Trustee may rely upon the opinion of a physician who has examined the beneficiary. The Trustee may request that the beneficiary be examined by a physician designated by the Trustee and if the beneficiary refuses to be examined by such physician, the Trustee shall not make any distributions to the beneficiary until such time as the beneficiary agrees to be examined by such physician. As and when the beneficiary whose distribution was delayed has recovered from, has resolved, or has been relieved of such condition, the Trustee may then make distribution to such beneficiary of the distribution which was delayed by the Trustee in accordance with this provision.

F. My spouse shall continue as a beneficiary of this trust, notwithstanding her remarriage subsequent to my death.

G. This trust shall be designated and known as the "Graves Family Trust."

H. None of the principal or income of the trust created under this Will, or any part of same, shall be liable for debts of any beneficiary or be subject to seizure by creditors of any beneficiary. No beneficiary shall have the power to sell, assign, transfer, encumber, or in any manner to anticipate or dispose of

any part of his or her interest in the trust assets or the income produced from the assets.

I. The Trustee shall be entitled to pay herself a reasonable Trustee's fee in accordance with fees charged by corporate trustees in the State of Mississippi.

ARTICLE IX.

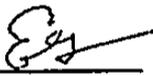
The Trustee of the trust created herein shall have the authority to distribute income or principal of the trust in cash or in kind. In making distributions of both principal and income, the Trustee may make a non pro rata distribution of property in kind. The judgment of the Trustee concerning values and purposes of such division or distribution of the property or securities held in the trust shall be binding and conclusive on all interested parties. In making a division or distribution, the Trustee is specifically excused from a duty of impartiality with respect to the income tax basis of the property distributed and may select assets to be allocated or distributed without regard to the income tax basis of the property.

ARTICLE X.

During the administration of my estate and until the trust created herein is funded, I authorize the Trustee, in the Trustee's discretion, to request that my Executrix, in which case my Executrix may comply with that request, make payments out of my estate to the beneficiaries of such trust. These payments shall be an amount which in the judgment of the Trustee and the Executrix, jointly, equals the distributions which the beneficiaries would receive from the trust had it been established and funded at my death.

ARTICLE XI.

I hereby grant to my Executrix and also the Trustee of the trust established hereunder (including any substitute or successor personal representative or trustee or ancillary trustee) the continuing,


Page 11

absolute, discretionary power to deal with any property, real or personal, held in my estate or in any trust, as freely as I might in the handling of my own affairs. Such power may be exercised independently without prior or subsequent approval of any judicial authority, and no person dealing with the Executrix or Trustee shall be required to inquire into the propriety of any of their actions. I expressly confer upon my Executrix and any Trustee hereunder the specific powers set forth in the Uniform Trustees Power Law of Mississippi, as it now exists or may hereafter be amended. Without limiting the generality of the foregoing, I hereby grant to my Executrix, and to any Trustee hereunder, the following specific powers and authority (which are in addition to and not in substitution of powers conferred by law):

A. To determine the allocation of receipts and expenses between income and principal. However, such allocations shall not be inconsistent with the beneficial enjoyment of trust property accorded to a life tenant or remainderman under general principals of the laws of trust. Further, all rights to subscribe to new or additional stocks or securities and all liquidating dividends shall be deemed to be principal.

B. To compromise, settle, or adjust any claim or demand by or against my estate or any trust and to agree to any rescision or modification of any contract or agreement.

C. To retain any security or other property owned by me at the time of my death, so long as such retention appears advisable, to exchange any such security or property for other securities or properties and to retain such items received in exchange. My Trustee may presume any securities owned by me at the time of my death, including capital stock of my corporate trustee or its holding company, to be of investment merit and worthy of retention by my Trustee. Such presumption shall not impair the power of sale or exchange or any other powers or discretion given the Trustee, but if said securities or any of them are retained by my Trustee for the

duration of the trust or any shorter period of time, my Trustee shall not be responsible or liable for any loss or decrease in the value of said securities or any of them, or of the trust, by reason of such retention. My Trustee may also presume that the management of the companies whose securities are held in the trust from time to time should be supported. Such presumption shall not impair the power of voting such securities or any other powers or discretion given my Trustee, but if said securities or any of them are voted by my Trustee in favor of the management of the respective companies issuing them or in favor of any proposals supported by such management, my Trustee shall not be responsible or liable for any act of such management or for any loss or decrease in the value of said securities or any of them, or of the trust, by reason of such voting.

D. To sell, exchange, assign, transfer and convey any security or property, real or personal, held in my estate or in any trust fund, at public or private sale, at such time and price and upon such terms and conditions (including credit) as she may deem to be advisable and for the best interest of my estate and trusts.

E. To invest and reinvest (including accumulated income) in any property (real or personal) as she may deem advisable, including stock (whether listed or unlisted) and unsecured obligations, undivided interests, interests in investment trusts, legal and discretionary common trust funds, leases, and property which is outside of my domicile, all without diversification as to kind or amount, without being restricted in any way by any statute or court decision (now or hereafter existing) regulating or limiting investments by fiduciaries.

F. To register and carry any property in her own name or in the name of her nominee or to hold it unregistered, but without thereby increasing or decreasing her liability as fiduciary.

G. To sell or exercise any "rights" issued on any securities held in my estate or in any trust fund hereunder.

H. Unless inconsistent with other provisions of this

instrument, to consider and treat as principal all dividends payable in stock of the issuing corporation, all dividends in liquidation and all "rights" to subscribe to securities of the issuing corporation, and to consider and treat as income all other dividends and rights received (except those declared and payable as of a "record date" preceding my death, which shall be considered and treated as principal).

I. To charge or credit to principal any premiums and discounts on securities purchased at more or less than par.

J. To vote in person or by proxy any stock or securities held, and to grant such proxies and powers of attorney to such person or persons as she may deem proper.

K. To consent to and participate in any plan for the liquidation, reorganization, consolidation or merger of any corporation, any security of which is held.

L. To borrow money (from herself individually or from others) upon such terms and conditions as she may determine and to mortgage and pledge estate and trust assets as security for the repayment thereof.

M. To lease any real estate for such term or terms and upon such conditions and rentals and in such manner as she may deem advisable (with or without privilege of purchase), and any lease so made shall be valid and binding for the full term thereof even though same shall extend beyond the duration of the trust. To insure against fire or other risk. To make repairs, replacements and improvements, structural or otherwise, to any such real estate. To subdivide real estate, to dedicate same to public use and to grant easements as she may deem proper.

N. Whenever required or permitted, to divide and distribute my estate or any trust created hereunder, to make such distribution (including the satisfaction of any pecuniary bequests) in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, and to do

so without regard to the income tax basis of specific property allocated to any beneficiary (including any trust).

O. To employ accountants, attorneys and such agents as she may deem advisable; to pay reasonable compensation for their services and to charge same to (or apportion same between) income and principal as she may deem proper.

P. Unless inconsistent with other provisions of this instrument, to hold two or more trusts or other funds in one or more consolidated funds, in which the separate trusts or funds shall have undivided interests.

Q. If any individual among the legatees named or provided for under the foregoing provisions of this Will (or under the provisions of any Codicil to it hereafter executed by me) shall be a minor at the time of my death or incapable of transacting business due to illness, then, and in that event, and notwithstanding any statute or rule of law to the contrary, I authorize my Executrix and/or Trustee, in their discretion, to make distributions either (a) directly to the beneficiary, (b) to the legal or natural guardian of the beneficiary, (c) to a relative or guardian of the person of the beneficiary who has custody or care of the beneficiary, (d) to a custodian for a minor beneficiary under the Mississippi Uniform Transfers to Minors Act, or (e) by applying the distribution for the benefit of the beneficiary by paying expenses directly. In any event the Executrix or Trustee shall require such reports and take such steps as the Executrix or Trustee deems requisite to insure and enforce the application of such distributions for the exclusive benefit of the beneficiary.

R. The trust created by this Will is a private trust. My Trustee shall not be required to file in any court or with any public official any reports or accounts relating to the administration of the trusts created by this Will, except to the extent that I have no power to excuse the filing of such reports or accounts; provided, however, my Trustee shall furnish annually, or

at more frequent intervals, reports and accounts thereof to the beneficiary then entitled to the income therefrom. The receipt of the Trustee shall operate as full acquittance and discharge of my Executrix for the property turned over to my Trustee.

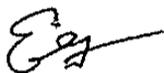
S. Wherever authorized by this instrument to accumulate or distribute income, to make such decision free from attack or question by any person, it being intended that the Trustee may feel free to make such decisions on the basis of the facts as they exist at the time any such decision is made.

T. With respect to any trust governed by this instrument, to distribute to any one or more of its beneficiaries from the principal thereof such sums as in the sole discretion of the Trustee shall be sufficient to ensure such trust being treated under the federal income tax laws as one having no "undistributed net income" for a given taxable year, as that term is defined in the federal Internal Revenue Code, Sec. 665, if the Trustee, in her sole discretion, shall deem such treatment desirable for any reason.

U. To abandon, in any way, property which it determines not to be worth protecting.

V. To buy or sell any stock or security options including but not limited to, calls, puts, straddles, spreads, strips or straps, whether over any recognized exchange or over-the-counter market and whether covered or uncovered.

W. To permit available trust funds to remain temporarily uninvested, or, in her discretion, to place on time deposit or in a savings account in any financial institution which is insured by federal deposit insurance, or in any of Trustee's own savings accounts, certificates of deposit, time deposits or any of Trustee's available securities or accounts, any or all of the available trust funds and cash funds coming into Trustee's hands which Trustee deems desirable either to accumulate for use at a given time in the future in connection with the administration of



this trust, or to generally use as a means to invest said funds.

X. To consolidate and merge any trust created hereunder with any other trust created by me or any other person, whether inter vivos or by will, if the beneficiaries are the same and the terms of that other trust are substantially the same as this trust.

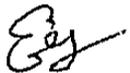
ARTICLE XII.

Any recipient of property or beneficiary of a trust hereunder, or any recipient of other property by virtue of my death (e.g. joint owner of survivorship account, beneficiary of insurance policy, payable on death account), or the Executrix or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her, whether outright or in trust or all or part of his or her interest in any trust created herein. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executrix. Except as otherwise provided for herein, if my spouse or any other person or a Trustee disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to the Trustee of the "Graves Family Trust" created by this Will, to be held, administered and distributed as provided therein. If my spouse or any other person or a Trustee disclaims any interest in an asset which is not a part of my probate estate and not controlled by the terms of this Will, e.g. my IRA or an insurance contract, and the beneficiary designation on file with the administrator of that asset provides for a contingent beneficiary which is either an individual or another entity, such as a charitable remainder unitrust, then I direct that the disclaimed assets therein be distributed as directed by said designation.

Egy

ARTICLE XIII.

In the event that I, through a codicil to this Will or through a beneficiary designation on file, with my IRA or an insurance contract, designate an amount to be distributed to a charitable remainder unitrust following my death and said trust has not been otherwise established and funded, I authorize my Executor to establish a charitable remainder unitrust that will receive any such gift upon the following terms and conditions: (a) trust's name - "Ernest and Nancy Graves Memorial Charitable Remainder Unitrust"; (b) pay-out term - ten (10) years; (c) income beneficiaries - my spouse and if she dies during said term, my daughter; (d) unitrust amount - seven percent (7%) of the net fair market value of the assets of the trust valued as of the first day of each taxable year of the trust, to be paid in equal quarterly amounts from income, and to the extent that income is not sufficient, from principal; (e) trustee - to be designated by my Executrix; (f) remainder beneficiaries - the following charitable organizations - American Red Cross - Jones County Chapter; First United Methodist Church, Laurel, Mississippi (for local ministries); Laurel Little Theatre, Inc.; Jones County Junior College Foundation; Eastman Memorial Foundation (Lauren Rogers Museum of Art); and Mississippi Bar Foundation (these may be added to or deleted by my Executrix at the time this trust is established); (g) charities' participation - remainder to be divided among the charitable organizations on an equal basis; (h) purpose - to be received in memory of Ernest W. Graves and Nancy C. Graves and to be used by the governing boards of each charity as they shall determine, but I suggest (and not direct) that if the charity has a permanent endowment fund, then this gift may be added to that fund with the income to be used for the charity's purposes. In any event, it is my desire that this gift be used by each charity for its local programs. My Executor shall have discretion to determine the final list of charities and the extent of participation by each, to name the trustee and



successor trustees and to enter into a trust agreement that has as minimum terms those found in the IRS Safe Harbor Form but with the power to amend that form and add to it so that it will be a qualified charitable remainder unitrust within the meaning of the Internal Revenue Code and its regulations as are existing at that time, said discretion to be used to make those changes and add those terms to the trust agreement that are necessary to establish this as a qualified charitable remainder unitrust that will be deductible both from estate tax and income tax.

ARTICLE XIV.

In the event that both my said spouse and I should die of a common accident or under such circumstances that it cannot be determined which of us is the survivor, I hereby declare that she shall be deemed to have survived me, and this Will and its provisions shall be construed upon that assumption. I direct that the provisions of this Will be construed upon that assumption, irrespective of any provisions of law establishing a contrary presumption or requiring survivorship as a condition of taking property by inheritance.

IN WITNESS WHEREOF, I have hereunto affixed my hand to this, my Last Will and Testament, at Laurel, Mississippi, on this, the 9th day of June, A.D. 1999.



ERNEST W. GRAVES

WITNESSES:


Lucy M. Rustin
Charlene W. Boutwell

This instrument was, on the day and year shown above, signed, published and declared by Ernest W. Graves to be his Last Will and Testament in our presence and we, at his request, have on said date subscribed our names hereto as witnesses in his presence and in the presence of each other.

[Signature]
Lucy M. Rustin

1282 Springhill Road
Laurel, MS 39443
Address

[Signature]
Charlene W. Boutwell

1418 Willus Drive
Laurel, MS 39440
Address

Signed for identification by Testator,
Ernest W. Graves, on this the 9th day of
June, 1999:

[Signature]
ERNEST W. GRAVES

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 6th day
of May, 2002, at 9:00 o'clock a M., and was duly recorded
on the MAY 16 2002, Book No. 34, Page 664.

MIKE CROOK, CHANCERY CLERK

BY: [Signature] D.C.

FILED
THIS DATE

BOOK: **0034** PAGE **684**

MAY 06 2002

MIKE CROOK
CHANCERY CLERK
Stacy Hill D.C.

**AFFIDAVIT OF SUBSCRIBING WITNESSES TO
LAST WILL AND TESTAMENT OF ERNEST W. GRAVES**

STATE OF MISSISSIPPI
COUNTY OF JONES

This day personally appeared before me, the undersigned authority in and for the jurisdiction aforesaid, **Lucy M. Rustin and Charlene W. Boutwell**, who, after having been first duly sworn, state on oath:

1. That on the 9th day of June, A.D. 1999, **Ernest W. Graves**, a resident of Laurel, Jones County, Mississippi, executed his Last Will and Testament in the presence of two subscribing witnesses, namely **Lucy M. Rustin and Charlene W. Boutwell**, and thereupon at his special instance and request, and in his presence and in the presence of said witnesses, the above named subscribing witnesses subscribed their names thereto as witnesses to the signing, publishing and declaring of the Testator's Last Will and Testament.

2. That at the time of execution of said instrument, the said Testator was of sound and disposing mind and memory and above the age of eighteen (18) years.

Lucy M. Rustin

LUCY M. RUSTIN

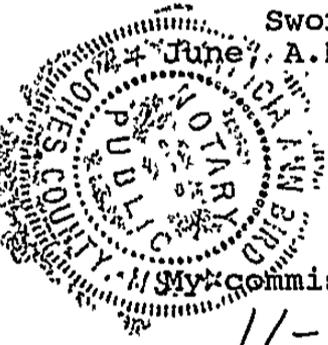
Charlene W. Boutwell

CHARLENE W. BOUTWELL

Sworn to and subscribed before me on this, the 9th day of June, A.D. 1999.

Patricia Ann Bui

NOTARY PUBLIC



My commission expires:
11-4-2002

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 6th day of May, 2002, at 9:00 o'clock a M., and was duly recorded on the MAY 16 2002, Book No. 34, Page 684.

MIKE CROOK, CHANCERY CLERK

BY: *Stacy Hill* D.C.



2002-266

BOOK 0034 PAGE 685

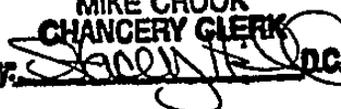
FILED
THIS DATE

LAST WILL AND TESTAMENT

MAY 06 2002

OF

BLANCHE O. ERICKSEN

MIKE CROOK
CHANCERY CLERK
By:  DC.

I, **BLANCHE O. ERICKSEN**, an adult resident citizen of Harrison County, Mississippi, being of sound and disposing mind, memory and understanding, do hereby make, publish, and declare this to be my LAST WILL AND TESTAMENT, hereby revoking all former wills and codicils heretofore made by me.

I.

I nominate and appoint my son, **HAROLD J. ERICKSEN, JR.**, as the Executor, and my daughter, **MARILYN ERICKSEN COLLINS**, as the Executrix, or either of them, of this my LAST WILL AND TESTAMENT. My Executor and/or Executor hereby appointed shall serve in their capacity, either together or separately.

II.

I direct my Executor to pay all just debts, which shall be probated, registered and allowed against my estate, and all expenses of last illness, and funeral expenses, as soon after my death as can be conveniently done. I also direct that my said Executor or Executrix not be required to enter into bond so far as possible under the laws of the State of Mississippi, and that neither of them not be required to make a formal inventory and appraisement.

III.

I hereby give, devise and bequeath certain items of my personal property unto specific individuals and direct that my Executor be guided in the division of these items of personal property by "EXHIBIT NO. 1" to this Will, which Exhibit is made a part hereof by this reference, and which Exhibit specifies which individuals are entitled to the specific items of personal property.

IV.

I give, devise, and bequeath all of the rest, residue and remainder of my property, real, personal, and mixed, of whatsoever kind and character and wheresoever situated, unto my son, **HAROLD J. ERICKSEN, JR.**, and my daughter, **MARILYN ERICKSEN COLLINS**, in equal shares, share and share alike, or should either of them predecease me, unto their issue, per stirpes.

IN WITNESS WHEREOF, I sign, seal, publish, and declare this instrument to be my LAST WILL AND TESTAMENT, this the 18th day of April, 1991.

Blanche O. Erickson
 BLANCHE O. ERICKSEN

The foregoing instrument, consisting of this and one (1) preceding page and EXHIBIT NO. 1, was signed, published, and declared by her, to be her LAST WILL AND TESTAMENT, in our presence, and we, at her request and in the presence of each other, have hereunto subscribed our names hereto as witnesses, this the 18th day of April, 1991, in Biloxi, Mississippi.

WITNESSES:

Dorothy E. Moran
 NAME

Lulworth, Ms.
 ADDRESS

W. S. King
 NAME

S. L. Miss
 ADDRESS

EXHIBIT NO. 1 TO THE WILL OF BLANCHE O. ERICKSEN
INSTRUCTIONS TO EXECUTOR CONCERNING
DISPOSITION OF ITEMS OF PERSONAL PROPERTY

I direct my Executor to deliver unto the following persons the following items of personal property:

TO: _____

- 1.
- 2.
- 3.
- 4.
- 5.

TO: _____

- 1.
- 2.
- 3.
- 4.
- 5.

TO: _____

- 1.
- 2.
- 3.
- 4.
- 5.

TO: _____

- 1.
- 2.
- 3.
- 4.
- 5.

BY: Blanche O. Erickson
BLANCHE O. ERICKSEN

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 6th day of May, 2002, at 9:00 o'clock a.M., and was duly recorded on the MAY 6 2002, Book No. 34, Page 685.

MIKE CROOK, CHANCERY CLERK

BY: Jancy H. [Signature] D.C.



IN THE CHANCERY COURT OF MADISON COUNTY, MISSISSIPPI

IN THE MATTER OF THE ESTATE OF
BLANCHE O. ERICKSEN, DECEASED

FILED *1002-766*
THIS DATE

AFFIDAVIT OF SUBSCRIBING WITNESS

MAY 06 2002

STATE OF MISSISSIPPI
COUNTY OF MADISON

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* CC

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named Victor B. Pringle, Jr., who being by me first duly sworn according to law, says on oath:

1. That this affiant is one of the subscribing witness to an instrument of writing purporting to be the Last Will and Testament of Blanche O Ericksen, deceased, who was personally known to the affiant, and whose signature is affixed to the Last Will and Testament, dated the 18th day of April, 1991.

2. That on the 18th day of April, 1999, said Blanche O Ericksen signed, published and declared the instrument of writing as her Last Will and Testament, in the presence of this affiant and in the presence of Dorothy Moran, the other subscribing witness to the instrument.

3. That Blanche O. Ericksen, was then and there of sound and disposing mind and memory, and above the age of twenty-one (21) years

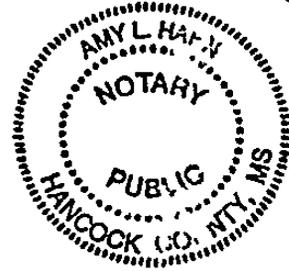
4. That this affiant, subscribed and attested said instrument as witness to the signature and publication thereof, at the special instance and request, and in the presence of said Blanche O. Ericksen, and in the presence of each other.

[Signature]
VICTOR B PRINGLE, JR.

SWORN TO AND SUBSCRIBED before me, this the 21st day of March, 2002.

Amy L. Hahn
NOTARY PUBLIC

My commission expires:



Notary Public State of Mississippi At Large
My Commission Expires May 10, 2003
Bonded Thru Heiden, Brooks & Garland, Inc.

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 6th day of May, 2002, at 9:00 o'clock a M., and was duly recorded on the MAY 16 2002, Book No 34, Page 688

MIKE CROOK, CHANCERY CLERK

BY: Dorothy H. [Signature] P.C.



FILED
THIS DATE

LAST WILL AND TESTAMENT

OF

MAY 10 2002

BENNIE JO MCGUFFIE

MIKE CROOK
CHANCERY CLERK
By: *[Signature]* D.C.

#2002-327

I, BENNIE JO MCGUFFIE, an adult resident of Jackson, Hinds County, Mississippi, make this my Will and revoke all prior Wills and Codicils.

ITEM I.

I have three (3) adult children now living, ROY DALE MCGUFFIE, DENNIS MCGUFFIE and DEBBIE JO MCGUFFIE.

The words "child," "children," "grandchild," or "grandchildren" as used herein shall include any children hereafter born to any of my children and "descendants" shall include any person hereafter born to any of my descendants. Each of the words "child," "children," and "descendants" shall be deemed to include an adopted child or adopted children, irrespective of any provisions of law establishing a contrary presumption, but shall not be deemed to include any stepchildren.

ITEM II.

I appoint my children, ROY DALE MCGUFFIE, DENNIS MCGUFFIE and DEBBIE JO MCGUFFIE to serve jointly as Executor of my estate under this Will. In the event one of them is or becomes unable or unwilling to serve as an Executor, I appoint the others to serve as successor Executor. In the event two of them are unable or unwilling to serve as an Executor, I appoint the other to serve as successor Executor.

FOR IDENTIFICATION:

ITEM III.

My Executor shall pay all funeral expenses, costs of administration and other proper claims against my estate. My Executor may, in my Executor's discretion, pay all or any portion of the administration expenses out of the income and/or principal of the estate during the period of administration and may elect in accordance with applicable federal tax laws, to deduct such expenses either for federal estate tax purposes or federal income tax purposes, or partly for one and partly for the other, irrespective of the source of payment, and without reimbursement or adjustment of the estate accounts or the amounts to which the beneficiaries of my estate may otherwise be entitled.

ITEM IV.

All Section references, as used in this Will, refer to the Internal Revenue Code of 1986, as amended, or any corresponding provisions of future laws.

Where used throughout this Will, the terms "Executor," "Executrix," and "Administrator" may be used interchangeably and shall apply to whoever may be serving as personal representative of my estate, whether one or more than one, and to any successor Executor or Administrator.

ITEM V.

I have written a letter to my family expressing my wishes for the disposition of my jewelry and personal property and household contents and other items in my residence. I direct that this Letter be given the same dispositive effect by my Executor as if I had specifically enumerated these items in my Will. All jewelry and other personal property and household contents and other items in my residence not specifically enumerated by this Will or in the Letter shall be distributed in substantially equal shares to my children, ROY DALE MCGUFFIE, DENNIS MCGUFFIE and DEBBIE JO MCGUFFIE. My children shall divide said jewelry and other personal property in the manner in which

FOR IDENTIFICATION:

they see fit, but if they are unable to agree on a division, I direct the Chancery Court in its discretion, to divide jewelry and other personal property and household contents and other items in my residence among my children. Any determination, division or distribution of said jewelry or other personal property, by the Chancery Court, shall be conclusive.

ITEM VI.

I give, devise and bequeath the rest and residue of my entire estate, real and personal, of whatsoever kind or character, and wheresoever located, to my children, ROY DALE MCGUFFIE, DENNIS MCGUFFIE and DEBBIE JO MCGUFFIE, in equal shares, except that all of my stock of SUNBELT PAINTING, INC. shall be distributed to my son, ROY DALE MCGUFFIE, even though such stock may be valued at the time of my death at more than one-third (1/3) of my probate estate, and except that all of my stock of ASBESTOS REMOVAL SERVICES, INC. and MCGUFFIE PAINTING AND SANDBLASTING COMPANY, INC. shall be distributed to my daughter, DEBBIE JO MCGUFFIE, even though such stock may be valued at the time of my death at more than one-third (1/3) of my probate estate. In the event one or more of my children is not then living, that deceased child's share shall go to his or her children, in equal shares. If a grandchild is under age twenty-one (21) years at the time of closing my estate, then his or her share shall be delivered to my surviving children as Trustee to be held for such grandchild until he or she attains twenty-one (21) years of age. The Trustee shall place such child's share of any assets other than closely held stock in a certificate of deposit or other interest bearing account and may distribute income and principal for the support, education and welfare of such grandchild until such time as he or she attains the age of twenty-one (21) years of age.

FOR IDENTIFICATION:

My residuary estate devised and bequeathed under this ITEM of my Will shall be charged with the payment of any estate, inheritance or other death taxes payable by reason of my death, together with penalties and interest thereon. As provided in Sections 2206, 2207, 2207A, and 2207B, my Executor shall have the right to recover the appropriate amount of estate taxes from the recipient or recipients of property which is included in my gross estate for federal estate tax purposes, and no provision herein shall be construed to waive such right of recovery.

ITEM VII.

Any recipient of property hereunder, or the Executor or other personal representative of the estate of any of them who may be deceased, shall have the right to disclaim all or any part of his or her interest in any property which I have devised or bequeathed to him or her. Any disclaimer shall be made within the time period and in a manner required for the disclaimer to qualify under Section 2518. Any such disclaimer shall be made in writing, stating specifically the property or interest disclaimed, and may be filed with the Chancery Court in which my Will is probated and shall also be delivered to my Executor. If a child of mine disclaims any portion of a bequest, I give, devise and bequeath the property disclaimed to that child's descendants per stirpes, or if none, to my other children, then living, in equal shares.

ITEM VIII.

In addition to the powers and authorities specifically granted to my Executor under this Will, I expressly confer upon my Executor all rights, powers, duties, and authorities conferred upon a Trustee under the Uniform Trustees' Powers Law of Mississippi as it now exists or may hereafter be amended. I authorize my Executor to exercise any such powers and authorities

FOR IDENTIFICATION:

granted in this Will or by the Uniform Trustees' Powers Law of Mississippi without the necessity of obtaining court approval. All rights, powers, duties and discretion granted to or imposed upon my Executor shall be exercisable by and imposed upon any successor Executor or Administrator. I direct that neither my Executor nor any successor Executor or Administrator shall be required to make any bond as Executor or Administrator. To the extent permissible by law, I waive the requirement that my Executor, or any successor Executor or Administrator, be required to make a formal appraisal, provide an inventory, or file an accounting for my estate with any court.

Except where specific property is devised or bequeathed, my Executor shall have discretion to select property to be distributed in satisfaction of any devise or bequest provided in this Will. In making a selection, my Executor is excused from any duty of impartiality with respect to the income tax basis of the property. I authorize my Executor to exercise, at such times and in such manner as my Executor shall deem appropriate, any rights of election or other rights which are available to me or my estate in respect of the provisions of the Internal Revenue Code or of any other tax law. If property is included in my estate which may otherwise qualify, if it passes to a qualified heir, for valuation for federal estate tax purposes under Section 2032A, and my Executor has the discretion to allocate and distribute such property in satisfaction of devises or bequests herein, my Executor shall, in exercising such discretion, allocate and distribute such property to persons or trusts who will be qualified heirs so as to qualify the property for valuation pursuant to Section 2032A.

My Executor shall have the authority to disclaim or renounce any interest in property, in whole or in part, including any power with respect to property and including an undivided

FOR IDENTIFICATION:

interest in property transferred to me or to my estate. Any disclaimer by my Executor shall be made in writing stating specifically the property or interest disclaimed and shall be delivered to the transferor of the property, the transferor's legal representative, or the holder of the legal title to the property to which the interest relates. Any disclaimer shall be made within the time period and in the manner required for the disclaimer to qualify under Section 2518.

My Executor shall have authority to continue all business operations in which I am interested at my death for the time permitted by law in order to avoid depreciation in value of the interests or losses to my estate or associates. My Executor may continue to act as partner, engage in any partnership, and take all actions with regard to any partnership my Executor deems advisable.

I specifically authorize my Executor to borrow such funds as may be necessary to pay my debts and administration expenses and taxes of my estate and to pledge such of my property, real or personal, as may be necessary to secure such loan; provided, however, that my Executor shall not pledge any property specifically devised or bequeathed herein. My Executor shall not be required to pay or otherwise satisfy such loan or any loan to which my property is subject at my death prior to the closing of my estate and the discharge of my Executor, but may distribute

such property at its value net of such loan in satisfaction of any bequest herein.

I specifically authorize my Executor to sell, without the necessity of court approval, any stock or partnership interest held by my estate under the terms of any stock agreement or partnership agreement to which I was a party during my lifetime.

IN WITNESS WHEREOF, I have signed and declared this to be my Last Will and Testament on this the 12 day of 22, 1994.

Bennie Jo McGuffie
Bennie Jo McGuffie

This instrument was, on the day and year shown above, signed, published and declared by BENNIE JO MCGUFFIE to be her Last Will and Testament in our presence, and we at her request, have subscribed our names as witnesses in her presence and in the presence of each other.

Jane M Holner

953 Southgate Trails Bogue Chitto MS
Address

Betty J. Ferguson

9414 Springridge Rd
Serry, ms 39170
Address

STATE OF MISSISSIPPI, COUNTY OF MADISON



I certify that the within instrument was filed for record in my office this 10th day of May, 2002, at 9:00 o'clock a M., and was duly recorded on the MAY 10 2002, Book No. 34, Page 690.
MIKE CROOK, CHANCERY CLERK BY: Jane M Holner P.C.

FILED
THIS DATE

MAY 10 2002

MIKE CROOK
CHANCERY CLERK
By: [Signature] D.C.

IN THE CHANCERY COURT
OF MADISON COUNTY, MISSISSIPPI

ESTATE OF BENNIE JO MCGUFFIE,
DECEASED

NO. 2002-327

AFFIDAVIT OF SUBSCRIBING WITNESS

STATE OF MISSISSIPPI
COUNTY OF RANKIN

This date personally appeared before me, the undersigned authority at law in and for the jurisdiction aforesaid, the within named BETTY J. FERGUSON, who being by me first duly sworn according to law, says on oath:

A. That this affiant is one of the subscribing witnesses to an instrument of writing purporting to be the Last Will and Testament of BENNIE JO MCGUFFIE, Deceased, who was personally known to the affiant, and whose signature is affixed to said Last Will and Testament, which Last Will and Testament is dated the 22nd day of December, 1994.

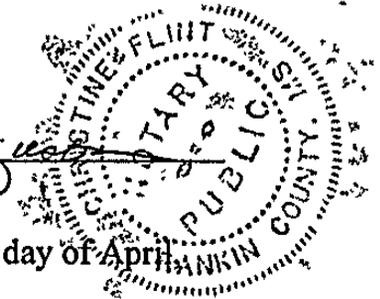
B. That on the 22nd day of December, 1994, the said BENNIE JO MCGUFFIE, signed, published and declared said instrument of writing as her Last Will

and Testament, in the presence of this affiant and in the presence of JAMES M. HOLMES, the other subscribing witness to said instrument.

C. That the said BETTY J. FERGUSON was then and there of sound and disposing mind and memory, and well above the age of twenty-one (21) years.

D. That this affiant, together with JAMES M. HOLMES, subscribed and attested said instrument as witnesses to the signature and publication thereof, at the special instance and request, and in the presence of said BENNIE JO MCGUFFIE, and in the presence of each other.

Betty J. Ferguson
Betty J. Ferguson



SWORN TO AND SUBSCRIBED BEFORE ME on this the 24 day of April 2002.

Christine Flint
Notary Public

My Commission Expires:

Notary Public State of Mississippi At Large
My Commission Expires June 13, 2005
Bonded Thru Heiden, Brooks & Garland, Inc.

Leonard C. Martin

Leonard C. Martin
BAKER, DONELSON, BEARMAN & CALDWELL
Post Office Box 14167
Jackson, Mississippi 39236
Telephone: (601) 351-2400
State Bar # 1897

ATTORNEY

STATE OF MISSISSIPPI, COUNTY OF MADISON

I certify that the within instrument was filed for record in my office this 10th day
of May, 20 02, at 9:00 o'clock a M., and was duly recorded
on the MAY 10 2002, Book No. 34, Page 697



MIKE CROOK, CHANCERY CLERK

BY: Stacey H. [Signature] D.C.